CIRCULAR DATED 6 JANUARY 2025

THIS CIRCULAR IS ISSUED BY THE MANAGER (AS DEFINED HEREIN) ON BEHALF OF SUNTEC REAL ESTATE INVESTMENT TRUST. THIS CIRCULAR IS IMPORTANT AS IT CONTAINS THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) AND THE ADVICE OF KPMG CORPORATE FINANCE PTE LTD (AS THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS). THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt in relation to this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your Units (as defined herein) held through CDP (as defined herein), you do not need to forward this Circular to the purchaser or the transferee, as arrangements will be made by CDP for a separate Circular to be electronically disseminated to the purchaser or transferee. If you have sold or transferred all your Units which are not deposited with CDP, you should immediately forward this Circular to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has not been examined or approved by the SGX-ST (as defined herein). The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.



SUNTEC REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 1 November 2004 (as amended))

Managed by

ESR TRUST MANAGEMENT (SUNTEC) LIMITED

(Incorporated in the Republic of Singapore) (Unique Entity No.: 200410976R)

CIRCULAR TO UNITHOLDERS

in relation to the

MANDATORY CONDITIONAL CASH OFFER

bγ

and

UNITED OVERSEAS BANK LIMITED

DBS BANK LTD.

(Incorporated in the Republic of Singapore) (Company Registration No.: 196800306E)

(Incorporated in the Republic of Singapore) (Company Registration No.: 193500026Z)

for and on behalf of

AELIOS PTE. LTD.

(Incorporated in the Republic of Singapore) (Company Registration No.: 202433087E)

to acquire all the issued and outstanding units in Suntec Real Estate Investment Trust other than those already owned, controlled or agreed to be acquired by the Offeror and its Concert Parties

Independent Financial Adviser to the Independent Directors of ESR Trust Management (Suntec) Limited

KPMG CORPORATE FINANCE PTE LTD

(Incorporated in the Republic of Singapore) (Company Registration No.: 198500417D)

UNITHOLDERS SHOULD NOTE THAT THE OFFER DOCUMENT STATES THAT ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 20 JANUARY 2025, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

UNITHOLDERS WHO WISH TO ACCEPT THE OFFER MUST DO SO BY 5.30 P.M. (SINGAPORE TIME) ON 20 JANUARY 2025, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:

"1HFY2024" : The six months period ended 30 June 2024, in respect of

FY2024 of Suntec REIT Group

"1HFY2024 Financial

Statements"

The unaudited consolidated financial statements of Suntec

REIT Group for 1HFY2024

"Acceptance Forms" : The Form of Acceptance and Authorisation for Offer Units,

which forms part of the Offer Document and which is issued to Unitholders whose Offer Units are deposited with CDP, and the Form of Acceptance and Transfer for Offer Units, which forms part of the Offer Document and which is issued to Unitholders whose Offer Units are not deposited with CDP, collectively or any one of them, as the case may be

"Annual Report" : The annual report of Suntec REIT

"Board" : The board of directors of the Manager

"CDP" : The Central Depository (Pte) Limited

"Circular" : This circular to Unitholders dated 6 January 2025 issued by

the Manager, on behalf of Suntec REIT, containing the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in relation to

the Offer

"Closing Date" : 5.30 p.m. (Singapore time) on 20 January 2025, or such

later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the

lodgement of acceptances of the Offer

"Code" : The Singapore Code on Take-overs and Mergers

"Colliers International" : Colliers International Property Consultants Limited

"Companies Act" : Companies Act 1967 of Singapore, as amended, modified

or supplemented from time to time

"Concert Parties" : Collectively, the Offeror Shareholders, Ms. Yang Chanzhen

@ Janet Yeo, Mr. Tang Jialin, Ms. Tang Jialei and Mr. Tang

Jiaze, and "Concert Party" means any one of them

"CPF" : The Central Provident Fund of Singapore

"CPF Agent Banks" : Agent banks included under the CPFIS

"CPFIS" : Central Provident Fund Investment Scheme

"CPFIS Investors" : Investors who purchased Units using their monies pursuant

to the CPFIS

"Cushman & Wakefield" : Cushman & Wakefield VHS Pte Ltd

"Despatch Date" : 23 December 2024, being the date of despatch of the

Notification Letter and the Acceptance Forms, and the electronic dissemination of the Offer Document and any

related documents

"Directors" : The directors of the Manager as at the Latest Practicable

Date

"Distribution" : Any distributions and/or return of capital declared, made or

paid by the Manager in respect of Units

"Encumbrances" : Shall have the meaning ascribed to it in paragraph 2.3.2 of

this Circular

"FAA" : Form of Acceptance and Authorisation

"FAT" : Form of Acceptance and Transfer

"FY" : Financial year ended or ending 31 December

"IBC" : Shall have the meaning ascribed to it in paragraph 1.3

"IFA" : KPMG Corporate Finance Pte Ltd, the independent

financial adviser to the Independent Directors

"IFA Letter" : Shall have the meaning ascribed to it in paragraph 8.1 of

this Circular

"Independent Directors" : The directors of the Manager who are considered

independent for the purpose of making a recommendation to Unitholders in respect of the Offer, namely (i) Ms. Chew Gek Khim, (ii) Mr. Lim Hwee Chiang, John, (iii) Mr. Yap Chee Meng, (iv) Mr. Chan Pee Teck, Peter, (v) Mrs. Yu-Foo Yee Shoon, (vi) Mr. Shen Jinchu, Jeffrey, and

(vii) Mr. Chong Kee Hiong

"Independent Valuers" : Cushman & Wakefield, JLL and Colliers International

"JLL" : Jones Lang LaSalle Advisory Services Pty Ltd

"Joint Financial Advisers" : United Overseas Bank Limited and DBS Bank Ltd., being

the joint financial advisers to the Offeror in connection with

the Offer

"Latest Practicable Date" : 27 December 2024, being the latest practicable date prior

to the issuance of this Circular

"Listing Manual" : The SGX-ST Listing Manual

"Manager" : ESR Trust Management (Suntec) Limited (formerly known

as ARA Trust Management (Suntec) Limited), as the

manager of Suntec REIT

"Market Day" : A day on which the SGX-ST is open for the trading of

securities

"Minimum Acceptance

Condition"

Shall have the meaning ascribed to it in paragraph 2.5.1 of

this Circular

"Notification Letter" : The hardcopy notification letter in respect of the electronic

dissemination of the Offer Document dated 23 December 2024, despatched by the Joint Financial Advisers, for and on behalf of the Offeror, containing the addresses and instructions for the electronic retrieval of the Offer

Document and its related documents

"Offer" : The mandatory conditional cash offer by the Joint Financial

Advisers, for and on behalf of the Offeror, to acquire the Offer Units, on the terms and subject to the conditions set out in the Offer Document and the Acceptance Forms, as such offer may be amended, extended and revised from

time to time by or on behalf of the Offeror

"Offer Announcement" : The announcement in connection with the Offer released

by the Joint Financial Advisers, for and on behalf of the

Offeror, on the Offer Announcement Date

"Offer Announcement

Date"

5 December 2024, being the date of the Offer

Announcement

"Offer Document" : The offer document dated 23 December 2024, including

the Acceptance Forms and any other document(s) which may be issued for and on behalf of the Offeror to amend, revise, supplement or update the offer document from time

to time

:

"Offer Price" : Shall have the meaning ascribed to it in paragraph 2.2 of

this Circular

"Offer Settlement Date" : The settlement date in respect of the Offer Units tendered

in acceptance of the Offer

"Offer Units" : All the Units to which the Offer relates, as described in

paragraph 2.1 of this Circular

"Offeror" : Aelios Pte. Ltd.

:

"Offeror Concert Party

Group"

Collectively, the Offeror and its Concert Parties

"Offeror Convertible

Securities"

Convertible securities, warrants, options and derivatives in

respect of the Offeror Shares or the Offeror Securities

"Offeror Shareholders" : Collectively, Mr. Tang Yigang @ Gordon Tang and

Ms. Chen Huaidan @ Celine Tang, and "Offeror

Shareholder" means any one of them

"Offeror Shares" : Equity share capital in the Offeror

"Offeror Securities" : Securities in the Offeror which carry substantially the same

rights as any to be issued as consideration for the Offer

"Offer Settlement Date" : Shall have the meaning ascribed to it in paragraph 2.4 of

this Circular

"Overseas Unitholder" : A Unitholder whose address is outside Singapore as shown

in the Register or in the Depository Register (as the case

may be)

"Pre-Offer Acquisitions" : The acquisitions by the Offeror and the Offeror

Shareholders on 5 December 2024 of an aggregate of 62,541,700 Units by way of on-market transactions for a cash consideration of S\$1.16 per Unit (excluding brokerage commission, clearing fees, stamp duties and applicable tax), representing approximately 2.14% of the

total number of issued Units

"Record Date": In relation to any Distribution, the date on which

Unitholders must be registered with the Manager or with CDP, as the case may be, in order to participate in such

Distribution

"Register" : The register of holders of the Units, as maintained by the

Registrar

"Registrar" : Boardroom Corporate & Advisory Services Pte. Ltd.

"REIT Convertible

Securities"

Convertible securities, warrants, options and derivatives in

respect of the Units

"SFA" : Securities and Futures Act 2001 of Singapore, as

amended, modified or supplemented from time to time

"SGX-ST" : Singapore Exchange Securities Trading Limited

"SIC" : The Securities Industry Council

"Subject Properties" : The properties owned by Suntec REIT as set out and more

particularly described in Appendix G of this Circular

"SRS" : Supplementary Retirement Scheme

"SRS Agent Banks" : Agent banks included under the SRS

"SRS Investors" : Investors who purchase Units pursuant to the SRS

"Suntec REIT" : Suntec Real Estate Investment Trust, a real estate

investment trust constituted in the Republic of Singapore pursuant to the Trust Deed (as amended, restated or

supplemented from time to time)

"Suntec REIT Group" or

"Suntec REIT Group

Announcement"

Letters"

Entities"

Suntec REIT and its subsidiaries, and "Suntec REIT

Group Entities" means any one of them

"S\$" : Singapore dollars, being the lawful currency of Singapore

"Trust Deed" : The trust deed constituting Suntec REIT dated 1 November

2004, as supplemented, amended and/or restated by a first supplemental deed dated 25 January 2006, a second supplemental deed dated 20 April 2006, a third supplemental deed dated 30 July 2007, a fourth supplemental deed dated 11 October 2007, a fifth supplemental deed dated 29 September 2008, a sixth supplemental deed dated 14 April 2010, a first amending and restating deed dated 7 September 2010, a second amending and restating deed dated 14 April 2016, a ninth supplemental deed dated 21 May 2018, a tenth supplemental deed dated 2 April 2020, a third amending and restating deed dated 8 December 2022, a thirteenth supplemental deed dated 20 April 2023 and a fourteen

supplemental deed dated 15 July 2024

"Trustee" : HSBC Institutional Trust Services (Singapore) Limited, as

the trustee of Suntec REIT

"Unitholders" : Persons who are registered as holders of the Units in the

Register and Depositors who have Units entered against their names in the Depository Register, as the case may be

"Units" : Issued and outstanding units in Suntec REIT

"Valuation : The notice of valuation announcement issued by the

Manager on 23 December 2024 on the valuation of the Subject Properties as at 20 December 2024 conducted by

the Independent Valuers

"Valuation Reports": The valuation reports from the Independent Valuers in

respect of the Subject Properties as at 20 December 2024

"Valuation Summary : The letters issued by the Independent Valuers containing,

amongst other matters, a summary of the Valuation

Reports, as set out in Appendix G to this Circular

"%" or "per cent." : Per centum or percentage

Unless otherwise defined, the term "acting in concert" and "associated companies" shall have the meaning ascribed to it in the Code.

The terms "Depositor", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

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

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Code, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the Code, the Listing Manual or any statutory modification thereof, as the case may be, unless the context otherwise requires.

Any reference to a time of day and date in this Circular is made by reference to Singapore time and date respectively unless otherwise stated.

Cautionary Note on Forward-Looking Statements

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "believe", "estimate", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "if", "will", "would", "should", "could", "may" and "might". These statements reflect the Manager's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Unitholders of Suntec REIT should not place undue reliance on such forward-looking statements, and neither the Manager nor the IFA undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO UNITHOLDERS

ESR TRUST MANAGEMENT (SUNTEC) LIMITED

(Incorporated in the Republic of Singapore) (Unique Entity No.: 200410976R)

Directors of the Manager

Ms. Chew Gek Khim, Chairman and Non-Executive Director

Mr. Lim Hwee Chiang, John, Non-Executive Director

Mr. Yap Chee Meng, Lead Independent, Non-Executive Director

Mr. Chan Pee Teck, Peter, Independent Non-Executive Director

Mrs. Yu-Foo Yee Shoon, Independent Non-Executive Director

Mr. Lock Wai Han, Independent Non-Executive Director

Mr. Shen Jinchu, Jeffrey, Non-Executive Director

Mr. Chong Kee Hiong, Chief Executive Officer and Executive Director

6 January 2025

To: The Unitholders

Dear Sir/Madam

Registered Address

5 Temasek Boulevard #12-01

Suntec Tower Five Singapore 038985

MANDATORY CONDITIONAL CASH OFFER FOR THE OFFER UNITS

1. INTRODUCTION

- 1.1 Offer Announcement. On 5 December 2024, the Joint Financial Advisers announced, for and on behalf of the Offeror, that in compliance with Rule 14 of the Code, the Offeror intends to make a mandatory conditional cash offer for all the Units, other than those already owned, controlled or agreed to be acquired by the Offeror and its Concert Parties.
- 1.2 Offer Document. The Offer Document has been electronically disseminated to Unitholders on 23 December 2024 by the Joint Financial Advisers, for and on behalf of the Offeror, setting out, amongst other matters, the terms and conditions of the Offer. The principal terms and conditions of the Offer are set out in the Offer Document. Unitholders are advised to read the terms and conditions contained therein carefully.
- 1.3 Independent Board Committee. In the interest of corporate governance, the Board has constituted an independent board committee (the "IBC") in connection with the Offer, chaired by Mr. Yap Chee Meng (who is the lead independent, non-executive director of the Manager) and comprising wholly of independent, non-executive directors of the Manager. The IBC's responsibilities include:
 - **1.3.1** selecting and appointing an independent financial adviser to advise the Independent Directors in connection with the Offer;
 - **1.3.2** providing instructions to the appointed independent financial adviser on the scope of work, and ensuring that the appointed independent financial adviser has access to such information as it reasonably requires to render its advice; and
 - **1.3.3** reviewing and assessing the appointed independent financial adviser's advice, and thereafter making a recommendation to the Independent Directors.

- **1.4 Independent Financial Adviser**. The Manager (through the IBC) has appointed KPMG Corporate Finance Pte Ltd as the independent financial adviser to advise the Independent Directors in respect of the Offer.
- **1.5 Circular.** The purpose of this Circular is to provide Unitholders with relevant information pertaining to the Offer and Suntec REIT and to set out the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors with regard to the Offer.

2. THE OFFER

- 2.1 Offer Units. Based on the Offer Document, the Joint Financial Advisers, for and on behalf of the Offeror, has made the Offer to acquire all the Offer Units in accordance with Rule 14 of the Code and on the terms and subject to the conditions set out in the Offer Document and the Acceptance Forms. The Offer will be extended to all Units other than those already owned, controlled or agreed to be acquired by the Offeror Concert Party Group as at the Offer Announcement Date (the "Offer Units").
- 2.2 Offer Price. As set out in the Offer Document, the Offer Price is as follows:

For each Offer Unit: S\$1.16 in cash (the "Offer Price").

Based on the Offer Document, the Offer Price is not less than the highest price at which the Offeror and parties acting in concert with it had acquired Units in the six (6) months immediately preceding or on the Offer Announcement Date, which includes the highest price paid by the Offeror for the Units acquired pursuant to the Pre-Offer Acquisitions.

- 2.3 No Encumbrances. As set out in the Offer Document, the Offer Units will be acquired:
 - **2.3.1** fully paid;
 - 2.3.2 free from all charges, claims, hypothecations, liens, caveats, debentures, pledges, mortgages, power of sale, retention of title or security interest of any kind over and in respect of the Offer Units and any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which the Offer Units are subject or any right or option for the sale or purchase of such Offer Units, and any other third party rights and inserts of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing ("Encumbrances"); and
 - 2.3.3 together with all rights, benefits and entitlements attaching thereto as at the Offer Announcement Date, and hereafter attaching thereto, including but not limited to the right to receive and retain any Distributions (if any), the Record Date for which falls on or after the Offer Announcement Date.
- 2.4 Adjustments for Distributions. As set out in the Offer Document, without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Units will be acquired with the right to receive any Distribution, the Record Date for which falls on or after the Offer Announcement Date. In the event of any such Distribution, the Offer Price payable to a Unitholder who validly accepts or has validly accepted the Offer shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Units tendered in acceptance of the Offer (the "Offer Settlement Date") falls:
 - 2.4.1 if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Unitholders the unadjusted Offer Price for each Offer Unit, as the Offeror will receive the Distribution in respect of such Offer Units; and

- **2.4.2** if the Offer Settlement Date falls <u>after</u> the Record Date, the Offer Price payable for such Offer Units tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Offer Units, as the Offeror will not receive such Distribution.
- 2.5 Minimum Acceptance Condition. As set out in the Offer Document:
 - 2.5.1 the Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Units which, when taken together with the Units owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and parties acting in concert with it holding in aggregate such number of Units carrying more than 50% of the total voting rights attributable to the issued Units as at the close of the Offer (the "Minimum Acceptance Condition");
 - 2.5.2 the Offer will not become or be capable of being declared unconditional as to acceptances in all respects in accordance with its terms until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Units which, when taken together with the Units owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Offer, will result in the Offeror and parties acting in concert with it holding in aggregate more than 50% of the total Units as at the close of the Offer; and
 - **2.5.3** save for the Minimum Acceptance Condition, the Offer will be unconditional in all other respects.
- **2.6 Revision of Terms of the Offer.** Based on the Offer Document, the Offeror reserves the right to revise the terms of the Offer in accordance with the Code.
- 2.7 Duration of the Offer. Based on the Offer Document, the Offer is open for acceptance by Unitholders for the period commencing on the Despatch Date and ending on the Closing Date, being the day falling at least 28 days after the Despatch Date. The Offer will remain open for acceptance for such period unless the Offer is withdrawn with the consent of the SIC and every person is released from any obligation incurred thereunder. Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 20 January 2025, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.
- 2.8 Warranty. Based on the Offer Document, a Unitholder who tenders his/her/its Offer Units in acceptance of the Offer will be deemed to unconditionally and irrevocably represent, warrant and undertake to the Offeror that he/she/it sells such Offer Units as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances, and (c) transferred together with all rights, benefits, entitlements and advantages attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including the right to all Distributions (if any), the Record Date for which falls on or after the Offer Announcement Date.
- 2.9 Further Details of the Offer. Further details of the Offer are set out in the Offer Document, including details on (a) the duration of the Offer; (b) the settlement of the consideration for the Offer; (c) the requirements relating to the announcement(s) of the level of acceptances of the Offer; (d) the right of withdrawal of acceptances of the Offer; and (e) the procedures for acceptance of the Offer by a Unitholder.

A copy of the Offer Document is available on the website of the SGX-ST at https://www.sgx.com or at Suntec REIT's corporate website at https://suntecreit.listedcompany.com/news.html/id/2524156.

3. INFORMATION ON THE OFFEROR

The Offer Document sets out information on the Offeror, which has been extracted therefrom and is reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

"5. INFORMATION ON THE OFFEROR

5.1 Information on the Offeror.

- (a) The Offeror is an investment holding company incorporated in Singapore on 13 August 2024 for the purpose of undertaking the Offer and the acquisition of Units (including pursuant to the Pre-Offer Acquisitions). The Offeror has not carried on any business since its incorporation, except in relation to matters in connection with the making of the Offer and the acquisition of Units (including pursuant to the Pre-Offer Acquisitions).
- (b) As at the Latest Practicable Date:
 - (i) the Offeror has an issued and paid-up capital of S\$2 comprising two (2) ordinary shares, of which 50% is held by GT and 50% is held by CT; and
 - (ii) the Offeror Shareholders are the directors of the Offeror.
- (c) OCBC has been appointed to act as the financial adviser to the Offeror Shareholders.
- 5.2 **Additional Information.** Additional information on the Offeror is set out in Appendix 3 to this Offer Document."

4. RATIONALE FOR THE OFFER AND OFFEROR'S INTENTIONS RELATING TO SUNTEC REIT

The full text of the rationale for the Offer and the Offeror's intentions relating to Suntec REIT has been extracted from the Offer Document and is set out in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Unitholders are advised to read the extract below carefully.

"7. RATIONALE FOR THE OFFER

Compliance with the Code. As set out in Section 1.2 (Pre-Offer Acquisitions) of this Letter to Unitholders, prior to the Pre-Offer Acquisitions, the Offeror Concert Party Group owned or controlled in aggregate approximately 29.31% of the total number of issued Units. As a result of the Pre-Offer Acquisitions, the Offeror Concert Party Group owns or controls approximately 31.45% of the total number of issued Units and accordingly, the Offeror has incurred an obligation to make a mandatory general offer for all the Units which the Offeror Concert Party Group does not already own or control. The Offeror is therefore making the Offer for all the Offer Units in accordance with Rule 14 of the Code.

8. THE OFFEROR'S INTENTIONS RELATING TO SUNTEC REIT

- 8.1 It is the current intention of the Offeror that Suntec REIT continues with its existing activities. There are presently no plans to make any material changes to Suntec REIT's existing business, re-deploy its fixed assets, to initiate any major changes to the investment policy of Suntec REIT or discontinue the employment of existing employees of Suntec REIT (if any), in each case, except in the ordinary course of business.
- 8.2 The Offeror however retains the discretion and flexibility to conduct a review of its options relating to the management and the operations of Suntec REIT and to consider any options or opportunities which may present themselves and which it regards to be in the interests of Suntec REIT and the Unitholders."

5. LISTING STATUS AND COMPULSORY ACQUISITION

The Offer Document sets out the intentions of the Offeror relating to the listing status of Suntec REIT and its rights of compulsory acquisition in respect of Suntec REIT. The relevant paragraphs have been extracted from the Offer Document and are reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

"9. LISTING STATUS AND COMPULSORY ACQUISITION

9.1 Listing Status.

- (a) Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that valid acceptances have been received pursuant to the Offer that brings the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total issued Units, the SGX-ST may suspend the trading of the Units on the SGX-ST until such time it is satisfied that at least 10% of the total issued Units are held by at least 500 Unitholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total issued Units, thus causing the percentage of the total number of issued Units held in public hands to fall below 10%, the SGX-ST will suspend trading of the Units only at the close of the Offer.
- (b) Rule 723 of the Listing Manual requires Suntec REIT to ensure that at least 10% of the total number of issued Units is at all times held by the public (the "Free Float Requirement"). In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not met, Suntec REIT must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Units on the SGX-ST. Rule 724(2) of the Listing Manual states that the SGX-ST may allow Suntec REIT a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Units in public hands to at least 10%, failing which Suntec REIT may be delisted from the SGX-ST.
- (c) It is the present intention of the Offeror to maintain the listing status of Suntec REIT on the SGX-ST following completion of the Offer. In the event the Free Float Requirement is not satisfied as at the close of the Offer and the trading of the Units on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to itself at such time.

9.2 Compulsory Acquisition.

- (a) Pursuant to Section 295A(1) of the SFA, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Units during the period when the Offer is open for acceptance), in respect of not less than 90% of the Offer Units, the Offeror will be entitled to exercise the right to compulsorily acquire all the Units of the Unitholders who have not accepted the Offer on the same terms as those offered under the Offer. In addition, pursuant to Section 295A(4) of the SFA, if the Offeror acquires such number of Units which, together with the Units held by it, its related corporations and/or their respective nominees, comprise 90% or more of the total number of issued Units as at the close of the Offer, Unitholders who have not accepted the Offer have a right to require the Offeror to acquire their Units on the same terms as those offered under the Offer. Such Unitholders who wish to exercise such rights are advised to seek their own independent legal advice.
- (b) As stated in Section 9.1(c) of this Letter to Unitholders, it is the present intention of the Offeror to maintain the listing status of Suntec REIT on the SGX-ST following completion of the Offer. Accordingly, the Offeror presently has no intention of exercising its right of compulsory acquisition under Section 295A(1) of the SFA, should it become available.
- (c) The Offeror reserves the right and discretion to re-evaluate its position, taking into account, among other things, the level of acceptances received by the Offeror in respect of the Offer and the prevailing market conditions at the relevant time. Accordingly, there is no assurance that the current intention will be carried into effect."

6. CONFIRMATION OF FINANCIAL RESOURCES

The Offer Document sets out the full text of the confirmation of financial resources by the Joint Financial Advisers, which has been extracted therefrom and is reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

"11. CONFIRMATION OF FINANCIAL RESOURCES

The Joint Financial Advisers to the Offeror in connection with the Offer confirm that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Units on the basis of the Offer Price."

7. IRREVOCABLE UNDERTAKINGS

According to the Offer Document, none of the Offeror and parties acting in concert with the Offeror in connection with the Offer has received any irrevocable undertaking or commitment from any person to accept or reject the Offer in respect of the Offer Units.

8. ADVICE OF THE IFA

8.1 IFA. KPMG Corporate Finance Pte Ltd has been appointed as the independent financial adviser to advise the Independent Directors in respect of the Offer. Unitholders should consider carefully the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors before deciding whether to accept or reject the Offer. The IFA's advice is set out in its letter dated 6 January 2025, which is set out in Appendix A of this Circular (the "**IFA Letter**").

Unless otherwise defined or the context otherwise requires, all capitalised terms used in the extracts set out in paragraphs 8.2 and 8.3 of this Circular shall have the same meanings as those defined in the IFA Letter.

8.2 Key Factors Taken into Consideration by the IFA. In arriving at its advice, the IFA has relied on the following key considerations (an extract of which is set out below and which should be read in conjunction with, and in the context of, the full text of the IFA Letter):

"6.1 Assessment of fairness of the Offer

In determining the fairness of the Offer from a financial point of view, we have compared the P/NAV implied by the Offer Price of 0.56x with the P/NAV of the following:

- (i) Historical periods;
 - implied P/NAV of 0.56x is in line with the historical 1-year average P/NAV and below the historical 3-year average P/NAV of 0.64x;
 - implied P/NAV of 0.56x is below the average P/NAV for the period between the Offer Announcement Date and the LPD (both dates inclusive) of 0.58x; and
 - implied P/NAV of 0.56x is below the P/NAV as of the LPD of 0.57x.
- (ii) Selected Precedent Transactions;
 - implied P/NAV of 0.56x is below the implied P/NAV range of values of the Selected Precedent Transactions of 0.99x to 1.45x:
- (iii) Suntec REIT Comparable Trusts;
 - implied P/NAV of 0.56x is within the range of that of the Suntec REIT Comparable Trusts of 0.47x to 0.99x; and
 - implied P/NAV of 0.56x is below the median and mean P/NAV of the Suntec REIT Comparable Trusts of 0.72x and 0.77x respectively.

After careful consideration of the information above, and that the Offer Price of S\$1.16 is lower than our value range of S\$2.07 and S\$2.26 shown under Section 4.3, we are of the view that the Offer is **NOT FAIR.**

6.2 Assessment of reasonableness of the Offer

In determining the reasonableness of the Offer, we have considered other matters as well as the value of the units. In particular, we have assessed:

(i) rationale for the Offer and the Offeror's intention for Suntec REIT;

(ii) the premium implied in the Offer Price;

Comparison of the premium or discount of the Offer Price with the historical VWAPs of Suntec Units:

- the Offer Price represents a discount of approximately 0.94%, 4.05%, 7.42% to the 12-month, 6-month and 3-month VWAP of the Suntec Units, respectively, and a marginal premium of 1.22% over the 1-month VWAP of the Suntec Units. The Offer Price has no discount or premium compared to the closing price as of the LFTD; and
- the Offer Price represents a discount of approximately 2.52% to the VWAP for the period between the Offer Announcement Date and the LPD (both dates inclusive), and a discount of approximately 0.85% to the closing price as of the LPD.

Comparison of the premium or discount of the Offer Price with Selected Precedent Transactions:

- the discount of 0.9% to the 12-month VWAP prior to the Offer Announcement Date is less than the range of the corresponding premia of the Selected Precedent Transactions of 0.4% to 31.8% and less than the median premium of 12.8% and the mean premium of 14.8% of the Selected Precedent Transactions;
- the discount of 4.1% to the 6-month VWAP prior to the Offer Announcement Date is less than the range of corresponding premia of the Selected Precedent Transactions of 2.0% to 49.9% and less than the median premium of 8.7% and the mean premium of 14.7% of the Selected Precedent Transactions;
- the discount of 7.4% to the 3-month VWAP prior to the Offer Announcement Date is less than the range of corresponding premia of the Selected Precedent Transactions of 0.6% to 31.9% and less than the median premium of 5.5% and the mean premium of 10.9% of the Selected Precedent Transactions:
- the marginal premium of 1.2% over the 1-month VWAP prior to the Offer Announcement Date is within the range of corresponding premia of the Selected Precedent Transactions of (2.3%) to 31.6% and less than the median premium of 4.3% and the mean premium of 9.1% of the Selected Precedent Transactions; and
- there is no premium or discount over the last closing price of Suntec Units prior to the Offer Announcement Date, which is within the range of corresponding premia of the Selected Precedent Transactions of (3.9%) to 25.1% and less than the median premium of 2.7% and the mean premium of 5.8% of the Selected Precedent Transactions.

(iii) the liquidity of the units;

 the last 12M ADT volume of Suntec Units as a percentage of free float is higher than the median last 12M ADT volume as a percentage of free float of 0.40% the STI Constituents; and the last 12M ADT value of Suntec Units as a percentage of market capitalisation is higher than both the mean and median last 12M ADT value as a percentage of market capitalisation of 0.24% and 0.20% respectively of the STI Constituents.

Given the liquidity of Suntec Units, should the market price of Suntec Units be above the Offer Price prior to the close or lapse of the Offer, Suntec Unitholders may be able to obtain the higher market price with relative ease. We observe that as of the LPD, the closing price of the Suntec Units is S\$1.17, which is higher than the Offer Price of S\$1.16.

Suntec Unitholders should be cognizant of brokerage and other costs, if any, while making the comparison between the market price of the units on any given day and the Offer Price. We would like to also note that past liquidity of Suntec Units may not necessarily be an indication of the future liquidity of Suntec Units and that there is no assurance that the liquidity of Suntec Units will remain at the same level after the close or lapse of the Offer;

(iv) the analyst price targets;

the Offer Price represents a discount of approximately 3.46% to the average target prices estimated by various analysts of S\$1.20 per Suntec Unit; and

(v) the availability of alternative or competing offer received by the Suntec Manager;

the Suntec Manager has confirmed that they have not received any offer for any of the individual Suntec Properties, nor have they received any alternative or competing offer for the Suntec Units as of the LPD.

After careful consideration of the information above, we are of the view that the Offer is **NOT REASONABLE**."

8.3 Advice of the IFA. After carefully considering all available information and based on the IFA's assessment of the financial terms of the Offer, the IFA has advised the Independent Directors to make the following recommendation to Unitholders in relation to the Offer:

"In conclusion, after carefully considering the information available to us and our analysis set out above as of the LPD, and based upon the monetary, industry, market, economic and other relevant conditions subsisting as of the LPD, and subject to our terms of reference as set out in Section 2 of this letter, we are of the opinion that the financial terms of the Offer are NOT FAIR and NOT REASONABLE from a financial point of view.

Accordingly, we advise the Independent Directors to recommend that the Suntec Unitholders REJECT the Offer."

Unitholders should read the extracts in paragraphs 8.2 and 8.3 above in conjunction with, and in the context of, the full text of the IFA Letter which is set out in Appendix A to this Circular.

9. RECOMMENDATION OF THE INDEPENDENT DIRECTORS

- 9.1 Exemption by SIC. The SIC has ruled that Mr. Lock Wai Han is exempted from the requirement to make or assume responsibility for any recommendations on the Offer that the Board may make to the Unitholders. This is because Mr. Lock Wai Han has an irreconcilable conflict of interests, being an executive director and the Chief Executive Officer of OKH Global Ltd., which is a company regarded to be controlled by the Offeror Shareholders, and therefore a concert party of the Offeror under the Code. However, Mr. Lock Wai Han still assumes responsibility for the accuracy of facts stated in documents which the Manager sends to the Unitholders in connection with the Offer.
- 9.2 Recommendation of the IBC. The IBC, having considered carefully as at the Latest Practicable Date the factors set out in the IFA Letter and the advice given by the IFA, concurred with the advice given by the IFA in respect of the Offer. Accordingly, the IBC recommended to the Independent Directors that the Independent Directors recommend that the Unitholders REJECT the Offer.
- 9.3 Recommendation of the Independent Directors. The Independent Directors, having considered carefully as at the Latest Practicable Date the factors set out in the IFA Letter, the advice given by the IFA and the recommendation of the IBC, concur with the advice given by the IFA and the recommendation of the IBC in respect of the Offer. Accordingly, the Independent Directors recommend that the Unitholders REJECT the Offer.

UNITHOLDERS ARE ADVISED TO READ THE IFA LETTER SET OUT AT APPENDIX A TO THIS CIRCULAR CAREFULLY.

9.4 No Regard to Specific Objectives. In making their recommendation, the Independent Directors have not had regard to the specific objectives, financial situation, tax status, risk profiles or unique needs and constraints of any individual Unitholder. Accordingly, the Independent Directors recommend that any individual Unitholder who may require advice in the context of his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

10. OVERSEAS UNITHOLDERS

The Offer Document sets out information in relation to Overseas Unitholders, which has been extracted therefrom and is reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

"13. OVERSEAS UNITHOLDERS

13.1 **Overseas Jurisdictions.** This Offer Document does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Offer Document in any jurisdiction in contravention of applicable law.

The release, publication or distribution of this Offer Document, the Notification Letter, the relevant Acceptance Forms and any other formal documentation in relation to the Offer (the "Offer Documentation") in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which the Offer Documentation is released, published or distributed should inform themselves about and observe such restrictions.

Copies of the Offer Documentation are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer will violate the laws of that jurisdiction ("Restricted Jurisdiction") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

13.2 **Overseas Unitholders.** The availability of the Offer to Overseas Unitholders may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Unitholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions.

For the avoidance of doubt, the Offer will be open to all Unitholders, including those to whom the Offer Documentation may not be sent.

It is the responsibility of Overseas Unitholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Unitholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, the Joint Financial Advisers, CDP, the Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Unitholders for any such taxes, imposts, duties or other requisite payments as the Offeror, the Joint Financial Advisers, CDP, the Registrar and/or any person acting on their behalf may be required to pay. In accepting the Offer, each Overseas Unitholder represents and warrants to the Offeror and the Joint Financial Advisers that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection and that he/she/it is in full compliance with all necessary formalities or legal requirements.

Any Overseas Unitholder who is in doubt about his/her/its position should consult his/her/its professional adviser in the relevant jurisdiction.

13.3 Copies of the Notification Letter and the relevant Acceptance Forms. Where there are potential restrictions on sending the Notification Letter and the relevant Acceptance Forms to any overseas jurisdiction, the Offeror and the Joint Financial Advisers each reserves the right not to send these documents to Overseas Unitholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Unitholder may, nonetheless, obtain a copy of the Notification Letter, the relevant Acceptance Forms and any related documents during normal business hours and up to the Closing Date, from (a) the CDP (if he/she/it is a Depositor) by contacting CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of such documents, or (b) the office of the Registrar, Boardroom

Corporate & Advisory Services Pte. Ltd. (if he/she/it holds Offer Units in the form of confirmation note(s)), at 1 Harbourfront Ave, #14-07 Keppel Bay Tower, Singapore 098632.

Alternatively, an Overseas Unitholder may, subject to compliance with applicable laws, write to the Offeror (a) through CDP (if he/she/it is a Depositor) at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, or (b) the Registrar (if he/she/it holds Offer Units in the form of confirmation note(s)), at 1 Harbourfront Ave, #14-07 Keppel Bay Tower, Singapore 068902 to request for the Notification Letter, the relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to five (5) Market Days prior to the close of the Offer.

13.4 **Notice.** The Offeror and the Joint Financial Advisers each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Unitholders (including Overseas Unitholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Unitholder to receive or see such announcement or advertisement."

11. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS

As stated in Section 14.1 of the Letter to Unitholders in the Offer Document, CPFIS Investors and SRS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice. CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks accordingly by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks. Subject to the Offer becoming or being declared unconditional in all respects in accordance with its terms, CPFIS Investors and SRS Investors who accept the Offer will receive the Offer Price in respect of their Offer Units, in their respective CPF investment accounts and SRS investment accounts.

12. ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders who do not wish to accept the Offer need not take any further action in respect of the Offer Document and the Acceptance Forms which have been sent to them.

Unitholders who wish to accept the Offer must do so not later than 5.30 p.m. (Singapore time) on 20 January 2025, or such later date(s) as may be announced from time to time by or on behalf of the Offeror. The Directors would like to draw the attention of Unitholders who wish to accept the Offer to the "Procedures for Acceptance of the Offer" as set out in Appendix 2 to the Offer Document.

Acceptances should be completed and returned as soon as possible and, in any event, so as to be received by CDP or the Registrar, as the case may be, not later than 5.30 p.m. (Singapore time) on 20 January 2025, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of this Circular) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Circular are fair and accurate and that no material facts have been omitted from this Circular, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Document), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Circular.

In respect of the IFA Letter, the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Suntec REIT Group are fair and accurate.

Yours faithfully
For and on behalf of the Board of Directors of
ESR Trust Management (Suntec) Limited
as manager of Suntec REIT

APPENDIX A

LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS IN RESPECT OF THE OFFER



ESR Trust Management (Suntec) Limited
Independent Financial Advice
6 January 2025

Independent Directors

ESR Trust Management (Suntec) Limited

(in its capacity as manager of Suntec Real Estate Investment Trust) 5 Temasek Boulevard, #12-01 Suntec Tower Five Singapore 038985

HSBC Institutional Trust Services (Singapore) Limited

(in its capacity as trustee of Suntec Real Estate Investment Trust) 10 Marina Boulevard, #48-01 Marina Bay Financial Centre Tower 2 Singapore 018983

6 January 2025

Dear Sirs

INDEPENDENT FINANCIAL ADVISER'S LETTER IN RELATION TO THE MANDATORY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED AND DBS BANK LTD., FOR AND ON BEHALF OF AELIOS PTE. LTD., TO ACQUIRE ALL THE ISSUED AND OUTSTANDING UNITS IN SUNTEC REAL ESTATE INVESTMENT TRUST OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND ITS CONCERT PARTIES

For the purposes of this letter, capitalised terms not otherwise defined herein shall have the same meaning given as in the circular dated 6 January 2025 (the "Circular") to be sent to the unitholders of Suntec Real Estate Investment Trust in relation to, inter alia, the above matters

1 INTRODUCTION

On 5 December 2024, (the "Offer Announcement Date"), United Overseas Bank Limited ("UOB") and DBS Bank Ltd. ("DBS", and together with UOB, the "Joint Financial Advisers") announced (the "Offer Announcement") for and on behalf of Aelios Pte. Ltd. (the "Offeror"), that in compliance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "Code"), the Offeror intends to make a mandatory conditional cash offer (the "Offer") for all the issued and outstanding units (the "Suntec Units") in Suntec Real Estate Investment Trust ("Suntec REIT"), other than those already owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (as defined in the Offer Announcement) (collectively with the Offeror, the "Offeror Concert Party Group").



Under Rule 14.1 of the Code, where any person (defined to include any body corporate) acquires whether by a series of transactions over a period of time or not, units which (taken together with units held or acquired by persons acting in concert with it) carry 30% or more of the voting rights of a real estate investment trust ("REIT"), such person is required to make a mandatory general offer for all the units in the REIT which the person and/or persons acting in concert do not already own or control.

The Offeror and the Offeror Shareholders (as defined in the Offer Announcement) had on 5 December 2024 acquired an aggregate of 62,541,700 Suntec Units by way of on-market transactions for a cash consideration of S\$1.16 per Suntec Unit (excluding brokerage commission, clearing fees, stamp duties and applicable tax), representing approximately 2.14% of the total number of issued Suntec Units, based on a total of 2,921,418,466 Suntec Units in issue (the "**Pre-Offer Acquisitions**").

Prior to the Pre-Offer Acquisitions, the Offeror Concert Party Group owned or controlled in aggregate 856,201,901 Suntec Units, representing approximately 29.31% of the total number of issued Suntec Units. As a result of the Pre-Offer Acquisitions, the Offeror Concert Party Group has increased its aggregate unitholding in Suntec REIT to 918,743,601 Suntec Units, representing approximately 31.45% of the total number of issued Suntec Units.

Accordingly, as a result of the Pre-Offer Acquisitions, the Offeror Concert Party Group will own or control 30% or more of the total number of issued Suntec Units and has incurred an obligation to make the Offer for all the Offer Units (as defined in paragraph 3.1 below) in accordance with Rule 14 of the Code.

To comply with the requirements of the Code, ESR Trust Management (Suntec) Limited, in its capacity as manager of Suntec REIT (the "Suntec Manager"), has appointed KPMG Corporate Finance Pte Ltd ("KPMG") as the independent financial adviser to the directors of the Suntec Manager who are considered independent (the "Independent Directors") for the purposes of making a recommendation to the unitholders of Suntec REIT (the "Suntec Unitholders") as to whether the terms of the Offer are fair and reasonable.

The objective of this letter is to advise the Independent Directors in connection with the Offer as required under the Code.

2 TERMS OF REFERENCE

Our responsibility is to provide our opinion in respect of the financial terms of the Offer in compliance with Rule 7.1 and 24.1(b) of the Code.

Our opinion is delivered pursuant to the Code as well as for the use and benefit of the Independent Directors for their deliberations on the Offer, before arriving at a decision on the merits or demerits thereof, and for the use and benefit of the Independent Directors when making any recommendations.

We were not involved in any aspect of the negotiations pertaining to the Offer, nor were we involved in the deliberations leading up to the decisions of and recommendations by the Independent Directors. The decisions of and recommendations made by the Independent Directors shall remain their sole responsibility.

We have not conducted a comprehensive review of the business, operations or financial conditions of Suntec REIT. Our terms of reference also do not require us to evaluate or comment on the merits and/or risk, whether strategic, commercial, financial or otherwise, of the Offer, or on the future prospects of Suntec REIT and as such, we do not express opinions thereon. Such evaluations or comments remain the sole responsibility of the Independent Directors.



It is also not within our terms of reference to compare the relative merits of the Offer to any alternative transactions previously considered by, or that may have been available to, Suntec REIT or any alternative transactions that may be available in the future. Such evaluations or comments remain the sole responsibility of the Independent Directors, although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion.

In addition, we have not made any independent evaluation or appraisal of the existing or proposed assets or liabilities (including without limitation, real property) of Suntec REIT.

In formulating our opinion, we have held discussions with the Independent Directors and the management of the Suntec Manager (the "Management"). We have considered the information provided by the Management and publicly available information collated by us as well as information, both written and verbal, provided by the Suntec Manager and the Suntec Manager's professional advisers (which may include solicitors, auditors, tax advisers and valuers). We have not independently verified such information, whether written or verbal, and accordingly cannot and do not make any representation or warranty, express or implied, in respect of and do not accept any responsibility for the accuracy, completeness or adequacy of all such information provided or otherwise made available to us or relied on by us. We have nevertheless made reasonable enquiries and used our judgment in assessing the reasonable use of such information and have found no reason to doubt the accuracy or reliability of such information.

No financial or profit forecasts, business plans or management accounts of Suntec REIT have been specifically prepared for the purpose of evaluating the Offer. Accordingly, we were not able to comment on the expected future performance or prospects of the Suntec REIT arising from the Offer or otherwise.

We have relied upon the representation of the Management that they have taken all reasonable care to ensure that all information and facts, both written and verbal, as provided to us by the Suntec Manager and the Suntec Manager's professional advisers (which may include solicitors, auditors, tax advisers and valuers) and facts as stated in the Circular are fair and accurate in all material respects and all material information and facts have been disclosed to us, and that no material information and facts have been omitted, the omission of which would render any statement in the Circular, information and facts disclosed to us or our opinion in this letter to be inaccurate, incomplete or misleading in any material respect. The Directors have jointly and severally accepted responsibility in the "Directors' Responsibility Statement" of the Circular. Accordingly, no representation or warranty, express or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of all such information and facts.

Our opinion is based upon prevailing market conditions, economic conditions, and financial conditions (where applicable), and our analysis of the information provided to us by the Management, as of 27 December 2024 (the "Latest Practicable Date"). Such conditions and information can change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in the light of any subsequent changes or developments after 27 December 2024 even if it may affect our opinion contained herein.

In rendering our opinion, we did not have regard to the general or specific investment objectives, financial situation, risk profiles, tax position or particular needs and constraints of any unitholder. As different unitholders would have different investment objectives and profiles, we would advise the Independent Directors to recommend that any unitholder who may require specific advice in relation to his investment portfolio(s) should consult his or their stockbroker, bank manager, accountant or other professional advisers.



The Independent Directors have been separately advised by their own professional advisers in the preparation of the Circular (other than this letter). We have no role or involvement and have not and will not provide any advice, financial or otherwise, whatsoever in the preparation, review and verification of the Circular (other than this letter). Accordingly, we take no responsibility for and express no views, expressed or implied, on the contents of the Circular (other than this letter).

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

3 DETAILS OF THE OFFER

The terms and conditions of the Offer are set out in the formal offer document issued by the Joint Financial Advisers for and on behalf of the Offeror (the "Offer Document") on 23 December 2024. Suntec Unitholders are advised to read the terms and conditions of the Offer set out in the Offer Document carefully.

The key terms of the Offer and the related matters are set out below.

3.1 Offer Units

The Offer will be extended to all Suntec Units other than those already owned, controlled or agreed to be acquired by the Offeror Concert Party Group as of the Offer Announcement Date (the "Offer Units", and each, an "Offer Unit").

3.2 Offer Price

The consideration for each Offer Unit is \$\$1.16 in cash (the "Offer Price").

The Offer Price is not less than the highest price at which the Offeror Concert Party Group had acquired Suntec Units in the six (6) months immediately preceding or on the Offer Announcement Date, which includes the highest price paid by the Offeror for Suntec Units acquired pursuant to the Pre-Offer Acquisitions.

3.3 No encumbrances

The Offer Units will be acquired:

- (i) fully paid;
- (ii) free from all charges, claims, hypothecations, liens, caveats, debentures, pledges, mortgages, power of sale, retention of title or security interest of any kind over and in respect of the Offer Units and any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which the Offer Units are subject or any right or option for the sale or purchase of such Offer Units, and any other third party rights and inserts of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing; and
- (iii) together with all rights, benefits and entitlements attaching thereto as of the Offer Announcement Date, and hereafter attaching thereto, including but not limited to the right to receive and retain all rights and other distributions and/or return of capital declared, made or paid by the Suntec Manager (collectively, the "Distributions") (if any), the Record Date for which falls on or after the Offer Announcement Date. "Record Date" means, in relation to any



Distributions, the date on which the transfer books and register of Suntec Unitholders will be closed in order to determine the entitlements of Suntec Unitholders to the Distributions.

3.4 Adjustments for Distributions

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Units will be acquired with the right to receive any Distribution, the Record Date for which falls on or after the Offer Announcement Date. In the event of any such Distribution, the Offer Price payable to a Suntec Unitholder who validly accepts or has validly accepted the Offer shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Units tendered in acceptable of the Offer (the "Offer Settlement Date") falls:

- (i) if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Suntec Unitholders the unadjusted Offer Price for each Offer Unit, as the Offeror will receive the Distribution in respect of such Offer Units; and
- (ii) if the Offer Settlement Date falls after the Record Date, the Offer Price payable for such Offer Units tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Offer Units, as the Offeror will not receive such Distribution.

3.5 Minimum Acceptance Condition

Pursuant to Rule 14.2 of the Code, if the Offeror Concert Party Group does not hold in aggregate more than 50% of the issued Suntec Units when the Offer is made, the Offer is required to be made conditional upon the Offeror receiving such number of acceptances which would result in the Offeror Concert Party Group holding in aggregate more than 50% of the voting rights attributable to the total issued Suntec Units.

Accordingly, the Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Units which, when taken together with the Suntec Units owned, controlled or agreed to be acquired by the Offeror Concert Party Group (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror Concert Party Group holding in aggregate such number of Suntec Units carrying more than 50% of the total voting rights attributable to the issued Suntec Units as of the close of the Offer (the "Minimum Acceptance Condition").

The Offer will not become or be capable of being declared unconditional as to acceptances in all respects in accordance with its terms until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Units which, when taken together with the Suntec Units owned, controlled or agreed to be acquired by the Offeror Concert Party Group before or during the Offer, will result in the Offeror Concert Party Group holding in aggregate more than 50% of the total Suntec Units as of the close of the Offer.

Save for the Minimum Acceptance Condition, the Offer will be unconditional in all other respects.

3.6 Revision of terms of the Offer

The Offeror reserves the right to revise the terms of the Offer in accordance with the Code.



3.7 Duration of the Offer

The Offer will remain open for acceptances for a period of at least 28 days from the date of electronic dissemination of the Offer Document. Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 20 January 2025, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

4 EVALUATION OF THE OFFER

In arriving at our opinion in relation to the Offer, we have taken into account the following key factors:

4.1 Rationale for the Offer

4.1.1 Rationale for the Offer and the Offeror's intention for Suntec REIT

The rationale for the Offer, the Offeror's intentions for Suntec REIT as well as the listing status and compulsory acquisition are stated in sections 7, 8 and 9 of the Offer Document and have been reproduced in italics below. All terms and expressions used in the extract below shall have the same meaning as those defined in the Offer Document, unless otherwise stated.

"7. RATIONALE FOR THE OFFER

Compliance with the Code. As set out in Section 1.2 (Pre-Offer Acquisitions) of this Letter to Unitholders, prior to the Pre-Offer Acquisitions, the Offeror Concert Party Group owned or controlled in aggregate approximately 29.31% of the total number of issued Units. As a result of the Pre-Offer Acquisitions, the Offeror Concert Party Group owns or controls approximately 31.45% of the total number of issued Units and accordingly, the Offeror has incurred an obligation to make a mandatory general offer for all the Units which the Offeror Concert Party Group does not already own or control. The Offeror is therefore making the Offer for all the Offer Units in accordance with Rule 14 of the Code.

8. THE OFFEROR'S INTENTIONS RELATING TO SUNTEC REIT

8.1 It is the current intention of the Offeror that Suntec REIT continues with its existing activities. There are presently no plans to make any material changes to Suntec REIT's existing business, re-deploy its fixed assets, to initiate any major changes to the investment policy of Suntec REIT or discontinue the employment of existing employees of Suntec REIT (if any), in each case, except in the ordinary course of business.

8.2 The Offeror however retains the discretion and flexibility to conduct a review of its options relating to the management and the operations of Suntec REIT and to consider any options or opportunities which may present themselves and which it regards to be in the interests of Suntec REIT and the Unitholders.

9. LISTING STATUS AND COMPULSORY ACQUISITION

9.1 Listing Status.

(a) Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that valid acceptances have been received pursuant to the Offer that brings the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total issued Units, the SGX-ST may suspend



the trading of the Units on the SGX-ST until such time it is satisfied that at least 10% of the total issued Units are held by at least 500 Unitholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total issued Units, thus causing the percentage of the total number of issued Units held in public hands to fall below 10%, the SGX-ST will suspend trading of the Units only at the close of the Offer.

- (b) Rule 723 of the Listing Manual requires Suntec REIT to ensure that at least 10% of the total number of issued Units is at all times held by the public (the "Free Float Requirement"). In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not met, Suntec REIT must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Units on the SGX-ST. Rule 724(2) of the Listing Manual states that the SGX-ST may allow Suntec REIT a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Units in public hands to at least 10%, failing which Suntec REIT may be delisted from the SGX-ST.
- (c) It is the present intention of the Offeror to maintain the listing status of Suntec REIT on the SGX-ST following completion of the Offer. In the event the Free Float Requirement is not satisfied as at the close of the Offer and the trading of the Units on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to itself at such time.

9.2 Compulsory Acquisition.

- (a) Pursuant to Section 295A(1) of the SFA, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Units during the period when the Offer is open for acceptance), in respect of not less than 90% of the Offer Units, the Offeror will be entitled to exercise the right to compulsorily acquire all the Units of the Unitholders who have not accepted the Offer on the same terms as those offered under the Offer. In addition, pursuant to Section 295A(4) of the SFA, if the Offeror acquires such number of Units which, together with the Units held by it, its related corporations and/or their respective nominees, comprise 90% or more of the total number of issued Units as at the close of the Offer, Unitholders who have not accepted the Offer have a right to require the Offeror to acquire their Units on the same terms as those offered under the Offer. Such Unitholders who wish to exercise such rights are advised to seek their own independent legal advice.
- (b) As stated in Section 9.1(c) of this Letter to Unitholders, it is the present intention of the Offeror to maintain the listing status of Suntec REIT on the SGX-ST following completion of the Offer. Accordingly, the Offeror presently has no intention of exercising its right of compulsory acquisition under Section 295A(1) of the SFA, should it become available.
- (c) The Offeror reserves the right and discretion to re-evaluate its position, taking into account, among other things, the level of acceptances received by the Offeror in respect of the Offer and the prevailing market conditions at the relevant time. Accordingly, there is no assurance that the current intention will be carried into effect."

4.2 Financial assessment of the Offer

In assessing the financial terms of the Offer, we have taken into account the following factors which we consider having a significant bearing on our assessment:

- a) market quotation and trading liquidity of the Suntec Units;
- b) historical financial performance and position of Suntec REIT;



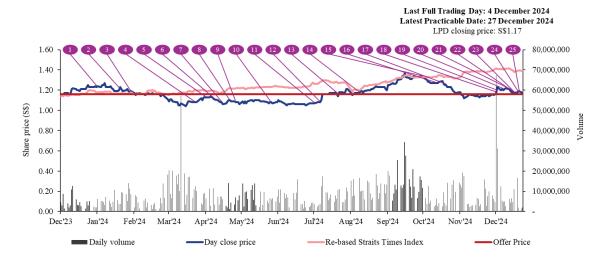
- c) Price to Net Asset Value ("P/NAV") multiples of the Suntec Units relative to P/NAV multiples implied by Offer Price;
- d) comparison with precedent take-over and merger transactions for REITs and business trusts listed on the Singapore Exchange Securities Trading Limited ("SGX-ST");
- e) comparison with valuation statistics of REITs and business trusts broadly comparable to Suntec REIT;
- f) estimated range of value of the Suntec Units; and
- g) other relevant considerations.

4.2.1 Historical unit price performance

The market valuation of the Suntec Units (traded on a recognised exchange) provides a perspective on its financial value. Accordingly, we have considered the historical price performance of the Suntec Units relative to the Offer Price.

We wish to highlight that under ordinary circumstances the market valuation of the securities of an entity (traded on a recognised exchange) may be affected by, amongst other things, the relative liquidity, the size of the free float, the extent of applicable research coverage and investor interest, and the general market sentiment at a given point in time. Accordingly, this analysis serves as an illustrative guide only.

Exhibit 1: Daily closing price and daily trading volume of Suntec Units for 1-year period prior to Offer Announcement Date and up to and including the Latest Practicable Date ("LPD")



Sources: S&P Capital IQ and Circular



Extract of selected announcements as follows:

S/N	Date	Announcement details (1),(2)
1	5-Jan-24	Notification of FY2023 financial results release (period ended 31 December 2023)
		- Announcement of FY2023 financial results. Reported distributable income of S\$206.8 million for FY2023
2	24-Jan-24	 Reported Distribution Per Unit ("DPU") of 1.866 cents to Suntec Unitholders for 4Q2023 (fourth quarter ended 31 December 2023) Notice of Valuation of Real Assets - Independent valuations of properties owned by Suntec REIT (as of
		31 December 2023)
3	2-Feb-24	Announcement of entry into a S\$950,000,000 sustainability-linked loan facility and disclosure pursuant to Listing Manual
4	27-Mar-24	Release of FY2023 Annual Report and notice of Annual General Meeting ("AGM") to be held on 18 April 2024
5	5-Apr-24	Notification of 1Q2024 business updates release (first quarter ended 31 March 2024)
6	12-Apr-24	Release of responses to the substantial and relevant questions for the AGM to be held on 18 April 2024
7	18-Apr-24	Release of results of the AGM held on 18 April 2024
8	25-Apr-24	 Announcement of business updates for 1Q2024 (first quarter ended 31 March 2024). Reported distributable income from operations of \$\$44.0 million for the period Reported DPU from operations of 1.511 cents to Suntec Unitholders for 1Q2024 (first quarter ended 31 December 2024)
9	30-Apr-24	Release of minutes of AGM held on 18 April 2024
10	30-May-24	Release of Sustainability Report 2023
11	5-Jul-24	Notification of 1H2024 financial results release (first half-year ended 30 June 2024)
12	10-Jul-24	Announcement of change of name of Suntec Manager from "ARA Trust Management (Suntec) Limited" to "ESR Trust Management (Suntec) Limited" with effect from 15 July 2024
13	25-Jul-24	 Announcement of 1H2024 financial results. Reported distributable income from operations of \$\$88.7 million for the period Reported DPU from operations of 1.531 cents to Suntec Unitholders for 2Q2024 (second quarter ended 30 June 2024)
14	12-Aug-24	Reaffirmed commitment towards net zero carbon emissions with 21 Harris Street achieving carbon neutral status ahead of schedule
15	4-Oct-24	Notification of 3Q2024 business updates release (third quarter ended 30 September 2024)
16	15-Oct-24	Attained the highest GRESB 5 Star rating for the fifth consecutive year since its inaugural participation in 2020
17	24-Oct-24	 Announcement of business updates for 3Q2024 (third quarter ended 30 September 2024). Reported distributable income from operations of \$\$46.2 million for the period Reported DPU from operations of 1.580 cents to Suntec Unitholders for 3Q2024 (third quarter ended 30 September 2024)
18	5-Dec-24	Announcement of Mandatory Conditional Cash Offer by UOB and DBS, for and on behalf of Aelios Pte. Ltd., to acquire all the issued and outstanding Suntec Units in Suntec REIT other than those already owned, controlled or agreed to be acquired by the Offeror Concert Party Group
19		- Holding announcement - Mandatory Conditional Cash Offer - Disclosure of change in interest of substantial unitholders - Tang Yigang @ Gordon Tang, Chen Huaidan @ Celine Tang - Offeror acquired 62,541,700 Suntec Units on 5 December 2024. Gordan Tang and Celine Tang each hold 50% of the shares in the Offeror
20	11-Dec-24	Dealings disclosure by OCBC in relation to the Mandatory Conditional Cash Offer for Suntec REIT - Acquired 68,000 Suntec Units on 11 December 2024 for settlement pursuant to terms of existing derivative contract entered into prior to the Mandatory General Offer with a non-discretionary investment client, who is not connected with the Offeror nor Suntec REIT



S/N	Date	Announcement details ^{(1),(2)}
		- Appointment of Independent Financial Advisor. The Board of Directors of Suntec Manager has appointed KPMG Corporate Finance Pte Ltd as the Independent Financial Advisor to advise the Independent Directors
21	18-Dec-24	 Holdings disclosure announcement - Mandatory Conditional Cash Offer. The Offeror Concert Party Group, own, control or have agreed to acquire an aggregate of 944,512,301 Suntec Units, representing approximately 32.33% of the total number of issued Suntec Units
22	19-Dec-24	 Disclosure of change in interest of director - Chong Kee Hiong. Acceptance of 179,127 performance-based contingent units in Suntec REIT pursuant to the Suntec Performance Unit Plan Dealings disclosure by UOB and DBS on behalf of Aelios Pte. Ltd Acceptance of Performance Unit Plan performance-based contingent units
23	20-Dec-24	Dealings disclosure by OCBC in relation to the Mandatory Conditional Cash Offer for Suntec REIT - Entered into a derivative contract for nominal amount of S\$370,817.36 with non-discretionary investment client, who holds existing Suntec Units and an accumulator position. The non-discretionary client is not connected with the Offeror nor the offeree company.
24	23-Dec-24	 Release of Offer Document - The UOB and DBS, for and on behalf of Aelios Pte. Ltd., hereby makes the Offer to acquire all the Offer Units in accordance with Rule 14 of the Code and on the terms and subject to the conditions set out in the Offer Document and the Acceptance Forms. The consideration for each Offer Unit is S\$1.16 in cash. Notice of Valuation of Real Assets - Independent valuations of properties owned by Suntec REIT (as of 20 December 2024) Dealings disclosure by UOB and DBS on behalf of Aelios Pte. Ltd Offeror has by way of open market purchases acquired 2,756,800 Suntec Units at a price of S\$1.16 per unit. Resultant total number of Suntec Units owned or controlled by Offeror amounts to 70,098,500.
25	24-Dec-24	Dealings disclosure by OCBC in relation to the Mandatory Conditional Cash Offer for Suntec REIT - Buying of Suntec Units amounting to S\$65,327.60, pursuant to terms of existing derivative contract entered into prior to the Mandatory General Offer with a non-discretionary investment client with existing Suntec Units holding and accumulator position. The non-discretionary client is not connected with the Offeror nor the offeree company.

Sources: Suntec REIT announcements on SGX-ST

Notes:

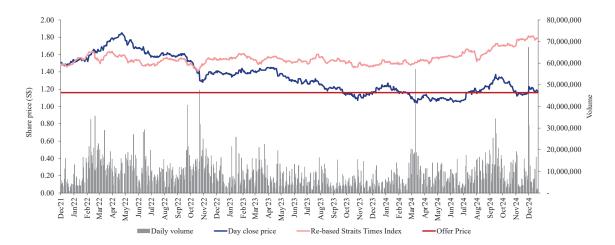
- (1) With effect from 15 July 2024, the name of Suntec Manager was changed from "ARA Trust Management (Suntec) Limited" to "ESR Trust Management (Suntec) Limited". Correspondingly, when extracting company announcements from SGX-ST, we have taken into account the change of name.
- (2) Financial information for quarterly business updates and full/half-year financial results presented above have been extracted from the respective press releases, quarterly investor presentations and/or unaudited interim financial statements, as announced by the Suntec Manager. As noted in the press releases, quarterly investor presentations and/or unaudited interim financial statements, distributable income/distribution per unit from operations exclude capital distribution.

Based on Exhibit 1, we observe that the Offer Price is in line with the median daily closing price of S\$1.16 and represents a 11.54% premium to the lowest daily closing price of S\$1.04 and a 15.33% discount to the highest daily closing price of S\$1.37.

Further, we note that the last transacted price for the Suntec Units on 4 December 2024, the Last Full Trading Day ("LFTD"), was S\$1.16. We further note that the Offer Price represents a 0.85% discount to the closing price of S\$1.17 as of the LPD.



Exhibit 2: Daily closing price and daily trading volume of Suntec Units for 3-year period prior to the Offer Announcement Date and up to and including the LPD



Sources: S&P Capital IQ and Circular

Based on Exhibit 2, we observe that the Offer Price represents a 11.45% discount to the median daily closing price of S\$1.31, 11.54% premium to the lowest daily closing price of S\$1.04 and 37.30% discount to the highest daily closing price of S\$1.85.

4.2.2 Liquidity analysis of Suntec Units

Ordinarily, unit prices may be affected by different factors including but not limited to relative liquidity, free float and investor interest or market sentiment at a given point in time. In assessing the Offer, we have considered the relative liquidity of Suntec Units in comparison with the units or shares of the constituents of the Straits Times Index (the "STI Constituents").

We note that as of the LFTD, Suntec REIT had a market capitalisation of S\$3,389 million while those of the Straits Times Index ("STI"), used in our liquidity analysis, had market capitalisation ranging from S\$3,424 million to S\$124,557 million.



Exhibit 3: Liquidity analysis of Suntec Units relative to the units or shares of the STI Constituents as of LFTD

Name	Market capitalisation ('mn)	Free float ⁽¹⁾ (%)	Last 12M ADT volume ⁽²⁾ ('mn)	Last 12M ADT value ⁽³⁾ (S\$'mn)	Last 12M ADT volume ⁽²⁾ / free float (%)	Last 12M ADT value ⁽³⁾ / market capitalisation (%)
CapitaLand Ascendas REIT	11,432	73.00%	12.73	34.82	0.40%	0.30%
CapitaLand Integrated Commercial Trust	14,305	69.00%	24.76	49.87	0.49%	0.35%
CapitaLand Investment Limited	13,803	46.50%	9.77	27.22	0.42%	0.20%
City Developments Limited	4,762	46.30%	2.65	15.06	0.64%	0.32%
DBS Group Holdings Ltd	124,557	70.77%	4.69	163.57	0.23%	0.13%
DFI Retail Group Holdings Limited	3,438	22.43%(4)	0.89	2.47	0.29%	0.07%
Frasers Centrepoint Trust	3,944	60.00%	3.57	7.95	0.33%	0.20%
Frasers Logistics & Commercial Trust	3,424	74.00%	13.44	14.11	0.48%	0.41%
Genting Singapore Limited	9,417	47.06%	29.58	26.15	0.52%	0.28%
Hongkong Land Holdings Limited	9,952	46.59% ⁽⁵⁾	2.64	12.90	0.26%	0.13%
Jardine Cycle & Carriage Limited	11,600	21.90%	0.61	16.16	0.70%	0.14%
Jardine Matheson Holdings Limited	13,137	80.55% ⁽⁵⁾	0.28	14.67	0.12%	0.11%
Keppel Ltd.	12,336	72.00%	3.59	24.03	0.28%	0.19%
Mapletree Industrial Trust	6,485	72.87%	5.97	13.88	0.29%	0.21%
Mapletree Logistics Trust	6,520	61.33%	22.35	31.18	0.72%	0.48%
Mapletree Pan Asia Commercial Trust	6,475	43.32%	16.65	22.02	0.73%	0.34%
Oversea-Chinese Banking Corporation Limited	73,339	72.30%	5.59	79.92	0.17%	0.11%
SATS Ltd.	5,651	59.03%	4.98	15.72	0.57%	0.28%
Seatrium Limited	6,850	61.98%	28.87	50.03	1.37%	0.73%
Sembcorp Industries Ltd	9,805	50.22%	3.32	17.14	0.37%	0.17%
Singapore Airlines Limited	18,821	46.23%	5.44	35.61	0.40%	0.19%
Singapore Exchange Limited	13,653	99.64%	2.09	21.55	0.20%	0.16%
Singapore Technologies Engineering Ltd	14,296	47.87%	4.49	18.97	0.30%	0.13%
Singapore Telecommunications Limited	52,182	48.00%	32.72	90.07	0.41%	0.17%
Thai Beverage Public Company Limited	14,323	27.72%	31.56	15.93	0.45%	0.11%
United Overseas Bank Limited	61,261	76.00%	2.76	85.04	0.22%	0.14%
UOL Group Limited	4,529	47.88%	1.72	9.94	0.43%	0.22%
Venture Corporation Limited	3,780	86.25%	0.71	9.90	0.29%	0.26%
Wilmar International Limited	19.352	28.60%	5.37	17.48	0.30%	0.09%
Yangzijiang Shipbuilding (Holdings) Ltd.	10,193	54.65%	23.34	50.78	1.08%	0.50%
т мидельно отпрошкий (тгокийдэ) г.М.	10,175	57.0570	23.37	30.70	1.00/0	0.5070
Minimum	3,424	21.90%	0.28	2.47	0.12%	0.07%
Median	10,812	59.03%	5.17	20.26	0.40%	0.20%
Mean	18,787	57.94%	10.24	33.14	0.45%	0.24%
Maximum	124,557	99.64%	32.72	163.57	1.37%	0.73%
Suntec REIT	3,389	65.70% ⁽⁶⁾	8.28	9.70	0.43%	0.29%

Sources: S&P Capital IQ, latest annual reports and financial statements of respective companies

Notes:

- (1) Free float information is extracted from the latest annual reports of the respective companies, unless stated otherwise.
- (2) Average Daily Traded ("ADT") volume for the last twelve months ("12M") up to and including the LFTD.



- (3) ADT value for the last 12M up to and including the LFTD.
- (4) Free-float information is obtained from S&P Capital IQ and adjusted for Jardine Strategic Limited direct interest in 1,050 million ordinary shares as disclosed in DFI Retail Group Holdings Limited's latest annual report.
- (5) Free-float information is obtained from S&P Capital IQ.
- (6) The free float of 65.70% is based on information that was disclosed in the 2023 Annual Report. We note that this does not account for any dealings that have been disclosed for the Offer.

For the last 12M leading up to the LFTD, we note that:

- (i) Suntec REIT had a last 12M ADT volume of 8.28 million units which is higher than the median for the STI Constituents;
- (ii) the last 12M ADT volume of Suntec Units as a percentage of free float was 0.43%, which is within the range of that of the STI Constituents. It is less than the mean of 0.45% and higher than the median of 0.40%; and
- (iii) the last 12M ADT value of Suntec Units as a percentage of market capitalisation was 0.29%, which is within the range of that of the STI Constituents. This is higher than both the mean and median of 0.24% and 0.20% respectively.

The past liquidity of Suntec Units, particularly for the period after the Offer Announcement Date up to the LPD, should not be relied upon in any way as an indication of the future liquidity of Suntec Units. We wish to highlight that there is no assurance that the liquidity of Suntec Units will remain at the same level after the close or lapse of the Offer.

4.2.3 Comparison of historical unit prices against the Offer Price

We have computed the price of Suntec Units based on its Volume-Weighted Average Price ("VWAP") for varying time periods before and after the LFTD and compared them to the premium or discount implied by the Offer Price over the respective VWAPs.

Exhibit 4: Historical VWAP and ADT volume of Suntec Units for various periods over the last 12M prior to the Offer Announcement Date up to and including the LPD

Reference period	VWAP (S\$)	Premium/ (Discount) VWAP (S\$) of offer price to VWAP (%)		ADT volume as a percentage of free float (%) ⁽²⁾	
For the periods up to and including the LFTD					
12 months prior to the Offer Announcement Date	1.17	(0.94%)	8.28	0.43%	
6 months prior to the Offer Announcement Date	1.21	(4.05%)	9.20	0.48%	
3 months prior to the Offer Announcement Date	1.25	(7.42%)	10.01	0.52%	
1 month prior to the Offer Announcement Date	1.15	1.22%	7.56	0.39%	
As of LFTD	1.16 ⁽³⁾	0.00%	4.84	0.25%	

Periods after the LFTD, up to and including the LPD							
Between Offer Announcement Date and the LPD (both dates inclusive)	1.19	(2.52%)	11.48	0.60%			
As of LPD	1.17	(0.85%)	2.00	0.10%			

Sources: S&P Capital IQ, Suntec REIT filings and KPMG analysis



Notes:

- (1) The ADT volume of Suntec Units is calculated based on the total volume of the Suntec Units traded on the SGX-ST during the relevant periods, divided by the number of days when the SGX-ST was open for trading during the respective periods.
- (2) For the purpose of computing the ADT volume as a percentage of free float, we have derived the free float of approximately 1,919 million Suntec Units based on the free float of 65.70% as of 1 March 2024 as disclosed in Suntec REIT's Annual Report 2023 and total issued Suntec Units of 2,921,418,466.
- (3) This price refers to the last closing price on the LFTD instead of the VWAP.

Having benchmarked the Offer Price against the VWAP and the ADT volumes of the Suntec Units, we observe the following:

- (i) for periods up to and including the LFTD
 - the Offer Price represents a discount of approximately 0.94%, 4.05%, 7.42% to the 12-month, 6-month and 3-month VWAP of the Suntec Units, respectively, and a premium of 1.22% over the 1-month VWAP of the Suntec Units;
 - the Offer Price has no premium or discount compared to the last closing price as of the LFTD; and
 - in relation to the trading liquidity of Suntec Units for the 12-month, 6-month, 3-month and 1-month periods up to the Offer Announcement Date, the past ADT volume of Suntec Units were between approximately 0.39% and 0.52% of the free float of Suntec REIT.
- (ii) for periods after the LFTD, up to and including the LPD
 - the Offer Price represents a discount of approximately 2.52% to the VWAP for the period between the Offer Announcement Date and up to and including the LPD (both dates inclusive);
 - the Offer Price represents a discount of approximately 0.85% to the VWAP as of the LPD; and
 - the ADT volume of Suntec Units as a percentage of free float was approximately 0.60% for the period between the Offer Announcement Date and the LPD (both dates inclusive).

4.2.4 Historical Financial Performance of Suntec REIT

The salient audited consolidated financial information of Suntec REIT for the financial year ended 31 December 2021 ("FY2021"), 31 December 2022 ("FY2022"), 31 December 2023 ("FY2023"), and the unaudited interim financial information for the six-month period ended 30 June 2023 ("1H2023") and 30 June 2024 ("1H2024") are set out in the table below. The following summary financial information should be read in conjunction with the full text of the annual reports and results announcements, in respect of the relevant financial periods including the notes thereto. For the purposes of our analysis, we have reviewed the performance and extracted Management's comments below for reference.



Exhibit 5: Consolidated Statement of Total Return

	Audited			Interim ⁽¹⁾		
(S\$'000)	FY2021	FY2022	FY2023	1H2023	1H2024	
Gross revenue	358,069	427,269	462,739	224,300	226,882	
Property expenses	(103,438)	(111,518)	(149,589)	(70,996)	(75,889)	
Net property income	254,631	315,751	313,150	153,304	150,993	
Other income	14,860	8,097	5,961	2,379	674	
Share of profit of joint ventures	102,908	144,856	36,001	37,293	41,418	
Finance income	33,107	39,204	21,116	11,467	10,081	
Finance costs	(127,491)	(151,440)	(174,694)	(84,930)	(88,446)	
Net finance costs	(94,384)	(112,236)	(153,578)	(73,463)	(78,365)	
Asset management fees						
- base fee	(39,848)	(40,865)	(41,129)	(20,387)	(20,498)	
- performance fee	(18,025)	(20,306)	(20,299)	(9,966)	(9,997)	
Trust expenses	(6,204)	(5,956)	(9,254)	(3,611)	(3,396)	
Net income	213,938	289,341	130,852	85,549	80,829	
Net change in fair value of financial derivatives	49,814	65,407	(46,220)	(7,290)	5,371	
Net change in fair value of investment properties	223,973	159,120	109,859	578	-	
Net gain from divestment of investment properties	13,891	-	9,800	-	8,618	
Net gain from divestment of joint venture	13,925	-	-	-	-	
Total return for the period before tax	515,541	513,868	204,291	78,837	94,818	
Tax expense	(25,030)	(16,241)	(7,970)	(7,533)	(5,864)	
Total return for the period after tax	490,511	497,627	196,321	71,304	88,954	

Sources: Annual reports for FY2021, FY2022, and FY2023 and unaudited interim financial statements for 1H2023 and 1H2024

Note:

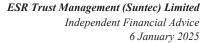
(1) The unaudited interim financial statements have been reviewed by Ernst & Young LLP in Singapore in accordance with the Singapore Standard on Review Engagement 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

FY2021 vs FY2022

Suntec REIT achieved gross revenue of S\$427.3 million in FY2022 which was 19.3% higher compared to that in FY2021. This was mainly due to higher contribution from Suntec City Office and Suntec City Mall due to the higher occupancy and rent, higher revenue from Suntec Convention, 21 Harris Street and Olderfleet, 477 Collins Street as well as the full year contribution from The Minster Building. The increase was partially offset by lower revenue from 177 Pacific Highway and 55 Currie Street.

The net property income for FY2022 was \$\$315.8 million, an increase of 24.0% year-on-year, which was attributable to higher revenue from Suntec City, Suntec Singapore, 21 Harris Street and Olderfleet, 477 Collins Street as well as The Minster Building, and partially offset by lower contribution from 177 Pacific Highway and 55 Currie Street.

The share of profit of joint ventures increased by approximately S\$41.9 million, mainly due to share of revaluation gain from investment properties held by joint ventures, absence of performance fee paid to a fund manager for 9 Penang Road in FY2021 and lower provision for bad debts at Nova Properties. The increase was partially offset by higher interest expense at One Raffles Quay ("ORQ") and Southgate Complex and higher property expenses at ORQ and Marina Bay Financial Centre ("MBFC") properties. The committed occupancy for ORQ, MBFC Towers 1 & 2, Marina Bay Link Mall, and Nova Properties was 100%, 94.1%, 92.7%, and 100% respectively as of 31 December 2022.





Finance costs increased by approximately S\$23.9 million, largely due to higher interest expense recorded in FY2022 because of higher interest rates. The all-in financing cost for FY2022 was 2.94% per annum, as opposed to 2.35% per annum in FY2021.

FY2022 vs FY2023

Suntec REIT achieved gross revenue of \$\$462.7 million in FY2023, which was 8.3% higher compared to that in FY2022. This was due to higher revenue from Suntec City, Suntec Singapore and The Minster Building. The increase was partially offset by lower revenue from 177 Pacific Highway, 21 Harris Street, 55 Currie Street and Olderfleet, 477 Collins Street mainly due to the weaker Australian dollar and incentives given for new leases and renewals at 177 Pacific Highway.

The net property income for FY2023 was S\$313.2 million, a slight decrease of 0.8% year-on-year, attributable to lower contribution from the Australia properties, partially offset by higher revenue from Suntec City, Suntec Singapore and The Minster Building.

The share of profit of joint ventures before fair value adjustments for FY2023 was 4.0% lower year-on-year mainly due to lower contribution from Southgate Complex. The decrease was partially offset by higher share of profits from ORQ, MBFC Properties, and Nova Properties.

Finance costs increased by approximately S\$23.3 million, mainly due to higher interest rates. The allin financing cost for FY2023 was 3.84% per annum, as opposed to 2.94% per annum in FY2022.

1H2023 vs 1H2024

Suntec REIT achieved gross revenue of \$\$226.9 million in 1H2024 which was 1.2% higher compared to that in 1H2023. The increase was mainly due to higher revenue from Suntec City, Suntec Singapore and 21 Harris Street. This was offset by lower revenue from 177 Pacific Highway, 55 Currie Street, Olderfleet, 477 Collins Street and The Minster Building.

The net property income for 1H2024 was S\$151.0 million, a decrease of 1.5% year-on-year, which was attributable to lower contribution from The Minster Building and incentives for new and renewal leases at 177 Pacific Highway, higher vacancy at 55 Currie Street and the weaker Australian Dollar. The decrease was partially offset by higher contribution from Suntec City and Suntec Singapore.

The share of profit of joint ventures increased by approximately S\$4.1 million, mainly due to increase in share of profits from ORQ and MBFC Properties as a result of higher occupancy and rent as well as the recovery of doubtful debts at Nova Properties. This was partially offset by lower share of profits from Southgate Complex mainly due to higher interest expense and incentives given.

Finance costs increased by approximately \$\\$3.5 million, largely due to higher interest expense recorded in 1H2024 because of higher interest rates. The all-in financing cost for 1H2024 was 4.02% per annum, as opposed to 3.64% per annum in 1H2023.



Exhibit 6: Consolidated Statement of Cash Flows

	Audited			Interim ⁽¹⁾		
(S\$'000)	FY2021	FY2022	FY2023	1H2023	1H2024	
Net cash flows (used in)/generated from operating activities	243,727	284,183	252,019	101,127	113,639	
Net cash flows (used in)/generated from investing activities	(82,679)	114,773	698,153	611,916	79,776	
Net cash flows (used in)/generated from financing activities	(116,943)	(383,592)	(1,000,985)	(770,077)	(225,672)	
Net increase/(decrease) in cash and cash equivalents	44,105	15,364	(50,813)	(57,034)	(32,257)	
Cash and cash equivalents at beginning of the period	227,474	268,311	269,610	269,610	217,925	
Effects on exchange rate fluctuations on cash held	(3,268)	(14,065)	(872)	1,787	1,194	
Cash and cash equivalents at end of the period	268,311	269,610	217,925	214,363	186,862	

Sources: Annual reports for FY2021, FY2022, and FY2023 and unaudited interim financial statements for 1H2023 and 1H2024

Note:

(1) The unaudited interim financial statements have been reviewed by Ernst & Young LLP in Singapore in accordance with the Singapore Standard on Review Engagement 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

Suntec REIT generated positive net cash flows from operating activities of S\$243.7 million, S\$284.2 million, S\$252.0 million, S\$101.1 million, and S\$113.6 million in FY2021, FY2022, FY2023, 1H2023, and 1H2024 respectively.

Net cash generated from operating activities in 1H2024 was mainly due to positive cash flows before changes in working capital of S\$132.5 million partially offset by a net working capital outflow of S\$14.2 million, and income tax paid of S\$4.7 million.

Net cash generated from investing activities in 1H2024 was S\$79.8 million, mainly arising from (i) net proceeds from divestment of investment properties of S\$47.9 million, (ii) dividend income received from joint ventures of S\$16.6 million, (iii) a loan repayment received from joint ventures of S\$12.3 million, and (iv) interest received from loan to joint ventures of S\$9.7 million. This was partially offset by the capital expenditure incurred on investment properties of S\$4.6 million.

Net cash used in financing activities in 1H2024 was \$\$225.7 million, mainly attributing to (i) repayment of interest-bearing loans of \$\$982.9 million, (ii) distribution to Suntec Unitholders of \$\$98.3 million, and (iii) financing costs paid of \$\$85.8 million, which was partially offset by proceeds from interest-bearing loans of \$\$950.0 million.



Exhibit 7: Consolidated Statement of Financial Position

(S\$'000)	Audited as of 31-Dec-23	Interim as of 30-Jun-24 ⁽¹⁾
Non-current assets		
Plant and equipment	1,697	1,190
Investment properties	7,964,809	7,960,354
Rental guarantee receivables	-	-
Interests in joint ventures	2,829,479	2,843,927
Interests in subsidiaries		2,0 15,527
Long-term investment	_	_
Derivative assets	24,387	17,297
Total non-current assets	10,820,372	10,822,768
Current assets		
Investment properties held for sale	39,761	25,184
Derivative assets	11,239	9,550
Rental guarantee receivables	-	9,550
2		
Trade and other receivables	39,931	54,048
Cash and cash equivalents	217,925	186,862
Total current assets	308,856	275,644
Total assets	11,129,228	11,098,412
Current liabilities		
Interest-bearing borrowings	399,853	501,855
Trade and other payables	119,998	120,221
Derivative liabilities	192	262
Security deposits	23,628	21,206
Current tax liabilities	8,699	4,121
Total current liabilities	552,370	647,665
Non-current liabilities		
Interest-bearing borrowings	3,860,497	3,733,918
Security deposits	60,386	61,790
Derivative liabilities	14,630	3,887
Deferred tax liabilities	57,445	56,636
	, , , , , , , , , , , , , , , , , , ,	,
Total non-current liabilities Total liabilities	3,992,958	3,856,231
1 otal habilities	4,545,328	4,503,896
Net assets	6,583,900	6,594,516
D		
Represented by:	6 107 702	(110 (72
Unitholders' funds	6,107,793	6,118,672
Perpetual securities holders	348,040	348,002
Non-controlling interests	128,067	127,842
	6,583,900	6,594,516
Units in issue ('000)	2,897,274	2,913,675
Asset management fees paid in units ('000)	12,161	4,297
Total issued and issuable units ('000)	2,909,435	2,917,972
Unitholders' funds	6,107,793	6,118,672

Sources: Annual report for FY2023 and unaudited interim financial statements for 1H2024

Note:

Net asset value per unit (S\$)

(1) The unaudited interim financial statements have been reviewed by Ernst & Young LLP in Singapore in accordance with the Singapore Standard on Review Engagement 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

2.10

2.10



Assets

As of 30 June 2024, Suntec REIT has total assets of approximately S\$11.1 billion comprising current assets of approximately S\$275.6 million (2.5% of total assets) and non-current assets of approximately S\$10.8 billion (97.5% of total assets).

The main current assets are (i) cash and cash equivalents of approximately S\$186.9 million (67.8% of current assets); (ii) trade and other receivables of approximately S\$54.0 million (19.6% of current assets); and (iii) investment properties held for sale of approximately S\$25.2 million (9.1% of current assets).

The main non-current assets are (i) investment properties of approximately S\$8.0 billion (73.6% of non-current assets); and (ii) interests in joint ventures of approximately S\$2.8 billion (26.3% of non-current assets).

Liabilities and equity

As of 30 June 2024, Suntec REIT has total liabilities of approximately S\$4.5 billion comprising current liabilities of S\$647.7 million (14.4% of total liabilities) and non-current liabilities of approximately S\$3.9 billion (85.6% of total liabilities).

The main current liabilities are (i) interest-bearing borrowings of approximately \$\$501.9 million (77.5% of current liabilities); and (ii) trade and other payables of approximately \$\$120.2 million (18.6% of current liabilities).

Non-current liabilities are largely made up of interest-bearing borrowings of approximately S\$3.7 billion (96.8% of non-current liabilities).

As of 30 June 2024, total equity and NAV of Suntec REIT was approximately S\$6.6 billion.

4.2.5 Net Asset Value ("NAV") per unit

Exhibit 8: NAV & NAV per unit at different time periods

	Audited financial statements As of 31-Dec-23	1 st quarter 2024 business updates As of 31-Mar-24	1 st half 2024 results ⁽⁴⁾ As of 30-Jun-24	3 rd quarter 2024 business updates As of 30-Sep-24
NAV attributable to unitholders (1) (S\$'000)	6,107,793 (2)	Not available (3)	6,118,672 ⁽⁵⁾	Not available (3)
Suntec Units in issue ('000)	2,897,274	Not available ⁽³⁾	2,913,675	Not available ⁽³⁾
Asset management fees paid in units ('000)	12,161	Not available ⁽³⁾	4,297	Not available(3)
Total issued and issuable units ('000)	2,909,435	Not available (3)	2,917,972	Not available (3)
NAV attributable to unitholders per unit (S\$)	2.10	2.09	2.10	$2.07^{(6)}$

Sources: Annual report for FY2023, unaudited interim financial statements for 1H2024 and quarterly business updates of Suntec REIT

Notes:

(1) Represents Suntec Unitholders' funds and excludes the value attributed to non-controlling interests and the value of perpetual securities.



- (2) Suntec REIT's non-current assets, which comprise investment properties, plant and equipment, interests in joint ventures, and derivative assets, constitute 97.22% of total assets. Non-current liabilities, including interest-bearing borrowings, security deposits, derivative liabilities, and deferred tax liabilities, account for 87.85% of total liabilities.
- (3) We have noted that NAV and Suntec Units in issue are not disclosed in Suntec REIT's quarterly business updates as indicated in the respective cells.
- (4) The unaudited interim financial statements have been reviewed by Ernst & Young LLP in Singapore in accordance with the Singapore Standard on Review Engagement 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity.
- (5) Suntec REIT's non-current assets, which comprise investment properties, plant and equipment, interests in joint ventures, and derivative assets, constitute 97.52% of total assets. Non-current liabilities, including interest-bearing borrowings, security deposits, derivative liabilities, and deferred tax liabilities, account for 85.62% of total liabilities.
- (6) We have used the NAV per unit as of 30 September 2024 of S\$2.07 as the latest available NAV per unit as of LPD.

Based on the balance sheet as of 31 December 2023, we note that:

- (i) the NAV attributable to Suntec Unitholders was \$\$6,107.8 million; and
- (ii) based on the total of 2,909.4 million units, the NAV per unit was S\$2.10⁽¹⁾.

Based on the balance sheet as of 30 June 2024, we note that:

- (i) the NAV attributable to Suntec Unitholders was \$\$6,118.7 million; and
- (ii) based on the total of 2,918.0 million units, the NAV per unit was S\$2.10⁽¹⁾.

Based on Suntec REIT's business update presentation as of 30 September 2024⁽²⁾, we note that:

- (i) the NAV per unit was S\$2.07; and
- (ii) this is the latest publicly available NAV per unit and we have used this in our assessment of the Offer.

As of the LPD, we note that:

- (i) there was insufficient publicly available updated information on Suntec REIT's other assets and liabilities to calculate an updated NAV from that of 30 September 2024; and
- (ii) Suntec REIT has released an updated valuation of the underlying property portfolio as of 20 December 2024, announced on 23 December 2024 on the SGX-ST. There was no change in the valuers and valuation methodology as of 20 December 2024 in comparison with that of 31 December 2023. The updated valuation of the properties as of 20 December 2024 is lower than the valuation of the properties as of 31 December 2023 by S\$125.6 million or by 1.06%.

Management has confirmed that other than the announced property valuation update announced on 23 December 2024, there are no material changes in the operations and financial position of Suntec REIT between 30 September 2024 and the LPD.



Based on the balance sheet as of 31 December 2023, 30 June 2024, and the NAV per unit adopted for LPD:

- (i) the Offer Price of S\$1.16 is at a 44.74% discount to the NAV per unit of S\$2.10⁽¹⁾ as of 31 December 2023;
- (ii) the Offer Price of S\$1.16 is at a 44.68% discount to the NAV per unit of S\$2.10⁽¹⁾ as of 30 June 2024; and
- (iii) the Offer Price of S\$1.16 is at a 43.96% discount to the NAV per unit of S\$2.07 adopted as of the LPD, and results in a P/NAV implied by the Offer Price of 0.56x.

Notes:

- (1) The NAV per unit for 31 December 2023 and 30 June 2024 has been rounded to 2 decimal places.
- (2) The Suntec REIT's business update presentation slides was announced on 24 October 2024 on the SGX-ST.

4.2.6 Comparison of historical average P/NAV against the P/NAV implied by the Offer Price

Exhibit 9: Historical average P/NAV

Reference period	From	To	Average P/NAV ^{(1),(2)}
For the periods up to and including the LFTD			
3 years prior to the Offer Announcement Date	5-Dec-21	4-Dec-24	0.64x
1 year prior to the Offer Announcement Date	5-Dec-23	4-Dec-24	0.56x
As of LFTD	4-Dec-24	4-Dec-24	0.56x
Periods after the LFTD, up to and including the LPD			
Between Offer Announcement Date and the LPD (both dates inclusive)	5-Dec-24	27-Dec-24	0.58x
As of LPD	27-Dec-24	27-Dec-24	0.57x
P/NAV implied by the Offer Price ⁽³⁾			0.56x

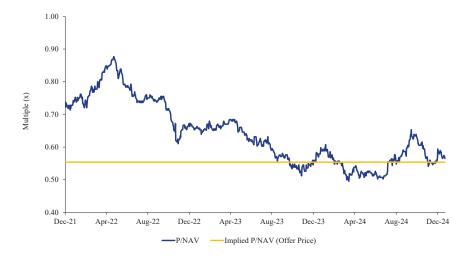
Sources: S&P Capital IQ, Suntec REIT filings and KPMG analysis

Notes:

- (1) Multiples shown in the table above are rounded to the nearest two (2) decimal places.
- (2) The historical average P/NAV is computed daily up to and including the LPD and reflects the price per Suntec Unit at the end of each trading day divided by the immediate preceding (based on the announcement dates) i) NAV per Suntec Unit as reported in the first quarter and third quarter business updates or ii) Suntec Unitholders' funds per Suntec Unit as reported in the full year and half year financial results, as sourced from S&P Capital IQ and Suntec REIT filings.
- (3) We have used the NAV per unit as of 30 September 2024 of S\$2.07 as the latest available NAV per unit as of LPD to calculate the P/NAV implied by the Offer Price.



Exhibit 10: Graph of historical average P/NAV against implied P/NAV by Offer Price



Sources: S&P Capital IQ, Suntec REIT filings and KPMG analysis

Having benchmarked the P/NAV implied by the Offer Price against the P/NAV for varying periods, we observe the following:

- (i) for periods up to and including the LFTD:
 - implied P/NAV of 0.56x is in line with the historical 1-year average P/NAV and below the historical 3-year average P/NAV of 0.64x.
- (ii) for periods after the LFTD and, up to and including the LPD:
 - implied P/NAV of 0.56x is below the average P/NAV for the period between the Offer Announcement Date and the LPD (both dates inclusive) of 0.58x; and
 - implied P/NAV of 0.56x is below the P/NAV as of the LPD of 0.57x.

4.2.7 Analysis of P/NAV implied by the Offer Price against Offer Price/NAV of Selected Precedent Transactions

For the purposes of our analysis, we have considered precedent take-over and merger transactions announced and completed since 1 January 2019 and up to the LPD involving REITs and/or business trusts listed on SGX-ST ("Selected Precedent Transactions").

We wish to highlight that the targets involved in the Selected Precedent Transactions as set out in the analysis below may not be directly comparable to Suntec REIT in terms of market capitalisation, size of operations, composition of business activities, asset base, geographical spread, track record, operating and financial leverage, risk profile, liquidity, accounting policies, future prospects and other relevant criteria.

Each Selected Precedent Transaction should be evaluated based on its own financial and commercial merits. It should also be noted that the Selected Precedent Transactions were completed between 1 January 2019 and LPD and hence may not appropriately reflect the current market conditions.



It should also be noted that the level of premium or discount that an Offeror pays in any Selected Precedent Transaction varies in different circumstances depending, amongst other things, on the attractiveness of the underlying business to be acquired, the potential synergies to be gained from integration with an existing business to be acquired, the possibility of significant revaluation of the assets to be acquired, the availability of cash reserves, the liquidity of the target's traded units, the presence of competing bids for the target, the form of consideration offered by an acquirer, the extent of control the acquirer already had in the target and the prevailing market expectations.

The list of Selected Precedent Transactions provided is by no means exhaustive and conclusions drawn from the comparisons may not necessarily provide a meaningful basis that reflects the perceived or implied market valuation of Suntec REIT.

Exhibit 11: Selected Precedent Transactions

					Premium/(discount) of price offered				
Name	Announcement date	Price offered (S\$)	NAV/unit (SS)	Implied P/NAV	Last closing price prior to offer announcement date	1-month VWAP prior to offer announcement date	3-month VWAP prior to offer announcement date	6-month VWAP prior to offer announcement date	12-month VWAP prior to offer announcement date
OUE Hospitality Trust ⁽¹⁾	8-Apr-2019	0.75	0.75	1.00x	1.6%	3.0%	4.5%	6.7%	0.4%
Ascendas Hospitality Trust ⁽²⁾	3-Jul-2019	1.09	0.99	1.10x	11.5%	13.8%	18.9%	24.0%	31.8%
Frasers Commercial Trust ⁽³⁾	2-Dec-2019	1.68	1.63	1.03x	0.6%	3.6%	3.1%	3.5%	8.2%
Capitaland Commercial Trust ⁽⁴⁾	22-Jan-2020	2.12	1.82	1.17x	0.0%	4.1%	4.8%	3.2%	5.2%
Soilbuild Business Space REIT (5)	14-Dec-2020	0.54	0.55	0.99x	25.1%	31.6%	31.9%	49.9%	26.3%
ARA LOGOS Logistics Trust ⁽⁶⁾	15-Oct-2021	0.97	0.67	1.45x	3.7%	4.5%	6.2%	10.7%	24.4%
Mapletree North Asia Commercial Trust ⁽⁷⁾	31-Dec-2021	1.19	1.19	1.00x	7.6%	14.4%	17.5%	17.8%	17.3%
SPH REIT ⁽⁸⁾	29-Apr-2022	0.94	0.92	1.02x	(3.9%)	(2.3%)	0.6%	2.0%	4.7%

Minimum				0.99x	(3.9%)	(2.3%)	0.6%	2.0%	0.4%
Median				1.03x	2.7%	4.3%	5.5%	8.7%	12.8%
Mean				1.09x	5.8%	9.1%	10.9%	14.7%	14.8%
Maximum				1.45x	25.1%	31.6%	31.9%	49.9%	31.8%
Suntec REIT	5-Dec-2024	1.16	2.07	0.56x	0.0%	1.2%	(7.4%)	(4.1%)	(0.9%)

Sources: Relevant SGX-ST filings, respective companies' announcements, circulars and offer/scheme documents and KPMG analysis

Notes:

- (1) On 8 April 2019, OUE Commercial REIT and OUE Hospitality Trust jointly announced the proposed merger of OUE Commercial REIT and OUE Hospitality Trust by way of a trust scheme of arrangement.
- (2) On 3 July 2019, Ascott Residence Trust and Ascendas Hospitality Trust jointly announced the proposed merger of Ascott Residence Trust and Ascendas Hospitality Trust by way of a trust of scheme of arrangement.
- (3) On 2 December 2019, Frasers Logistics and Industrial Trust and Frasers Commercial Trust jointly announced the proposed merger of Frasers Logistics and Industrial Trust and Frasers Commercial Trust by way of a trust scheme of arrangement.
- (4) On 22 January 2020, CapitaLand Mall Trust and CapitaLand Commercial Trust jointly announced the proposed merger of CapitaLand Mall Trust and CapitaLand Commercial Trust by way of a trust scheme of arrangement.
- (5) On 14 December 2020, the respective boards of directors of SB REIT Management Pte. Ltd. and Clay Holdings III Limited jointly announced the proposed acquisition of all the issued units in SB REIT held by the unitholders by way of a trust scheme of arrangement.
- (6) On 15 October 2021, ESR-REIT and ARA LOGOS Logistics Trust jointly announced the proposed merger of ESR-REIT and ARA LOGOS Logistics Trust by way of a trust scheme of arrangement.



- (7) On 31 December 2021, Mapletree Commercial Trust and Mapletree North Asia Commercial Trust jointly announced the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement.
- (8) On 29 April 2022, Cuscaden Peak Pte. Ltd. ("Cuscaden") released an announcement that Cuscaden will make a mandatory cash offer for all the units in SPH REIT (currently known as Paragon REIT) other than those already owned, controlled or agreed to be acquired by Cuscaden and parties acting in concert with Cuscaden.

In respect of the Selected Precedent Transactions, we observe the following:

- (i) implied P/NAV of the Offer Price of 0.56x is below the implied P/NAV range of values of the Selected Precedent Transactions of 0.99x to 1.45x;
- (ii) the discount of 0.9% implied by the Offer Price to the 12-month VWAP prior to the Offer Announcement Date is:
 - less than the range of the corresponding premia of the Selected Precedent Transactions of 0.4% to 31.8%; and
 - less than the median premium of 12.8% and the mean premium of 14.8% of the Selected Precedent Transactions.
- (iii) the discount of 4.1% implied by the Offer Price to the 6-month VWAP prior to the Offer Announcement Date is:
 - less than the range of the corresponding premia of the Selected Precedent Transactions of 2.0% to 49.9%; and
 - less than the median premium of 8.7% and the mean premium of 14.7% of the Selected Precedent Transactions.
- (iv) the discount of 7.4% implied by the Offer Price to the 3-month VWAP prior to the Offer Announcement Date is:
 - less than the range of the corresponding premia of the Selected Precedent Transactions of 0.6% to 31.9%; and
 - less than the median premium of 5.5% and the mean premium of 10.9% of the Selected Precedent Transactions.
- (v) the premium of 1.2% implied by the Offer Price over the 1-month VWAP prior to the Offer Announcement Date is:
 - within the range of the corresponding premia of the Selected Precedent Transactions of (2.3%) to 31.6%; and
 - less than the median premium of 4.3% and the mean premium of 9.1% of the Selected Precedent Transactions.
- (vi) there is no discount or premium implied by the Offer Price <u>over the last closing price</u> of Suntec Units prior to the Offer Announcement Date, which is:



- within the range of the corresponding premia of the Selected Precedent Transactions of (3.9%) to 25.1%; and
- less than the median premium of 2.7% and the mean premium of 5.8% of the Selected Precedent Transactions.

4.2.8 Analysis of P/NAV implied by the Offer Price as compared to Suntec REIT Comparable Trusts

Historical trading multiples are related to how a listed entity is perceived by the stock market and subject to market efficiency and rationality, reflect the information relevant to an entity such as its business direction, plans and strategies, expected financial performance, future prospects and potential growth, and are susceptible to, amongst other things, the degree of broker coverage of the entity, trading liquidity, investor sentiment and market speculation.

We have compared the P/NAV of Suntec REIT implied by the Offer Price with comparable REITs and business trusts listed on SGX-ST which predominantly own office and retail assets in Singapore and which in our view, are broadly comparable to Suntec REIT ("Suntec REIT Comparable Trusts").

We wish to highlight that the Suntec REIT Comparable Trusts are not exhaustive and there may not be any entity that is directly comparable to Suntec REIT in terms of, inter alia, market capitalisation, size of operations, clientele base, composition of business activities, asset base, geographical spread, track record, operating and financial leverage, risk profile, liquidity, accounting policies, adherence to accounting standards, tax factors, future prospects and other relevant criteria. As such, any comparison made with respect to the Suntec REIT Comparable Trusts is intended to serve as an illustrative guide only. The conclusions drawn from such comparisons, therefore, may not necessarily reflect the perceived or implied market valuation of Suntec REIT as of the LPD.

In assessing the financial terms of the Offer, we have used NAV-based valuation parameter i.e. P/NAV. P/NAV illustrates the comparison between a company's stock price or market value versus the book value of the entity's total common equity as indicated on its balance sheet. The P/NAV approach shows the extent to which the value of each share is backed by assets and would be relevant if the entity decides to realise or convert the use of all or most of its assets and represents an asset-based relative valuation methodology.



Exhibit 12: Brief description of Suntec REIT Comparable Trusts

Name	Business description
CapitaLand Integrated Commercial Trust	Listed on the SGX-ST in July 2002 as CapitaLand Mall Trust, CapitaLand Integrated Commercial Trust became the first and largest REIT on the exchange. It was renamed in November 2020 following a merger with CapitaLand Commercial Trust. The trust specialises in the ownership and management of income-generating commercial properties, such as retail and office spaces. It holds a portfolio of 21 properties in Singapore, two in Frankfurt, Germany, and three in Sydney, Australia. The total portfolio is valued at approximately \$\$24.5 billion.
Mapletree Pan Asia Commercial Trust	Listed on the SGX-ST in April 2011, Mapletree Pan Asia Commercial Trust, originally named Mapletree Commercial Trust, was renamed following a merger with Mapletree North Asia Commercial Trust. The trust is focused on investing in a diverse portfolio of income-producing real estate, mainly for office and retail purposes, in key Asian gateway cities like Singapore, Hong Kong, China, Japan, and South Korea. It manages a portfolio of 17 commercial properties across Asia, with total assets under management valued at approximately \$\$15.5 billion.
Frasers Centrepoint Trust	Listed on the SGX-ST in July 2006, Frasers Centrepoint Trust is a retail REIT owning suburban retail malls in Singapore. The trust has a portfolio that includes nine retail malls and one office building, all located in suburban areas near residential zones and transportation facilities. These properties provide a total of about 2.7 million square feet of net lettable area, supporting over 1,700 leases. The assets under management are valued at approximately S\$7.1 billion.
Keppel REIT	Listed on the SGX-ST in April 2006, Keppel REIT is managed by Keppel REIT Management Limited and sponsored by Keppel Corporation, known for its global expertise in infrastructure, real estate, and connectivity. The REIT's portfolio comprises 13 Grade A commercial assets located in prime business districts across Singapore, Sydney, Melbourne, Perth, Seoul, and Tokyo, valued at approximately \$\$9.5 billion.
Paragon REIT	Listed on the SGX-ST in July 2013, Paragon REIT, formerly known as SPH REIT, is a Singapore-based REIT that focuses on retail and mixed-use properties in Singapore and Australia. The portfolio includes five assets, with the Singapore properties having an aggregate net lettable area of approximately 960,000 square feet and the Australian properties a gross lettable area of about 1.7 million square feet. The total portfolio is valued at approximately \$\$4.1 billion.
OUE Real Estate Investment Trust	Listed on the SGX-ST in January 2014, OUE REIT, formerly known as OUE Commercial REIT, is a Singapore-based REIT. It encompasses over 2.2 million square feet of prime office, hospitality, and retail spaces, consisting of six properties in Singapore and one in Shanghai. The portfolio is valued at approximately S\$6.3 billion.
Lendlease Global Commercial REIT	Listed on the SGX-ST in October 2019, Lendlease Global Commercial REIT aims to invest in a portfolio of stabilised income-producing real estate used mainly for retail and/or office purposes. This includes leasehold properties in Singapore and freehold interests in three Grade A commercial buildings in Milan. The portfolio features a net lettable area of 2.0 million square feet, with an appraised value of approximately S\$3.7 billion.
Starhill Global Real Estate Investment Trust	Listed on the SGX-ST in September 2005, Starhill Global REIT is a Singapore-based REIT focusing on retail and office properties. The REIT's portfolio consists of nine properties spread across Singapore, Australia, Malaysia, Japan, and China. The total portfolio is valued at approximately S\$2.8 billion.

Sources: Annual reports and press releases of respective companies



Exhibit 13: Suntec REIT Comparable Trusts trading P/NAV

Name	Country	Market capitalisation ⁽¹⁾ (S\$'mn)	P/NAV ⁽²⁾
CapitaLand Integrated Commercial Trust	Singapore	14,159	0.99x
Mapletree Pan Asia Commercial Trust	Singapore	6,422	0.71x
Frasers Centrepoint Trust	Singapore	3,853	0.93x
Keppel REIT	Singapore	3,325	0.67x
Paragon REIT	Singapore	2,470	0.93x
OUE Real Estate Investment Trust	Singapore	1,538	0.47x
Lendlease Global Commercial REIT	Singapore	1,349	0.72x
Starhill Global Real Estate Investment Trust	Singapore	1,145	0.71x

Minimum			0.47x
Median			0.72x
Mean			0.77x
Maximum			0.99x
Suntec REIT (Implied offer price)	Singapore	3,389	0.56x

Sources: S&P Capital IQ, annual reports, financial statements and business updates presentation slides of respective companies

Notes:

- (1) Market capitalisation as of the LPD.
- (2) P/NAV computed based on unit price as of the LPD and the NAV per unit to unitholders (calculated as net assets less value of perpetual securities and non-controlling interest divided by outstanding issued units) as of the latest disclosed information from audited/unaudited financial statements or the available quarterly investor presentations.

Based on the above table, we observe the P/NAV implied by the Offer Price of 0.56x is below the median and mean P/NAV of the Suntec REIT Comparable Trusts.

4.3 Estimated range of value of the Suntec Units

There are three (3) primary approaches typically used in valuing any asset: Income Approach, Market Approach and Asset Approach. Income Approach uses a set of projected cash flows accruing to the underlying asset and discounting them at an appropriate rate to arrive at the value of the asset. Market Approach uses comparable multiples from similar assets either traded or transacted in the relevant market in order to determine the value of underlying asset. Asset Approach uses the concept of cost, including replacement cost, in order to arrive at the value of the underlying asset.

As set out in Section 4.1 and 4.2 of this letter, we have taken into consideration various factors in our evaluation of the financial terms of the Offer, being the Offer Price of S\$1.16 per Suntec Unit. In the absence of any cash flow projections and given the asset-intensive nature of REITs, we are of the view that the Asset Approach and Market Approach are the most appropriate to value the Suntec Units.



Asset Approach

The latest available NAV per unit as of 30 September 2024 represents the value of Suntec REIT's underlying property portfolio and other assets, net of liabilities attributable to each unitholder. We are of the view that the NAV per unit of **S\$2.07** as of **30 September 2024** establishes the **lower limit** of our valuation range.

For the purpose of our analysis, we have not considered certain additional costs involved in relation to the potential disposal of the properties which would depend on several factors including location, size, tenant profile, age, buyer profile, potential synergies to be gained by the potential buyer with their existing investments and prevailing market conditions.

Market Approach

The analysis in Section 4.2.7 compares the P/NAV multiple implied by the Offer Price against P/NAV multiples of Selected Precedent Transactions and the analysis in Section 4.2.8 compares the P/NAV multiple implied by the Offer Price against the P/NAV traded multiples derived from Suntec REIT Comparable Trusts. Of the two, the analysis of Selected Precedent Transactions in Section 4.2.7 captures the market multiples for take-over and merger transactions and therefore in our view, is the better metric for assessing the value for Suntec REIT in the current circumstances. Accordingly, by applying the mean implied P/NAV multiple of 1.09x from Section 4.2.7 to the NAV per Suntec Unit of S\$2.07 as of LPD, we derive the higher limit of our valuation range of S\$2.26 per Suntec Unit.

Based on these considerations, the range of values for the Suntec Units is estimated to be between \$\$2.07 and \$\$2.26.

5 OTHER RELEVANT CONSIDERATIONS

5.1 Analysts' forecasts

We have reviewed the recommendations and target prices of the Suntec Units in the research reports of various analysts as provided below.

Exhibit 14: Summary of target prices by various analysts up to the LPD

Analyst name	Date of report	Target price (S\$)
Bank of America	25-Oct-24	1.25
CGS International	25-Oct-24	1.38
CLSA	6-Dec-24	1.12
DBS Research	25-Oct-24	1.15
HSBC Global Research	6-Dec-24	1.20
JP Morgan	5-Dec-24	1.04
Maybank Research	25-Nov-24	1.25
Morgan Stanley	6-Dec-24	1.10
OCBC	25-Oct-24	1.19
Phillip Securities	29-Oct-24	1.36
RHB Invest	6-Dec-24	1.35
UBS	6-Dec-24	1.05
UOB Kay Hian	21-Nov-24	1.18

Average	1.20
Offer Price	1.16

Sources: Latest research reports published by the respective analysts



We observe that the Offer Price of S\$1.16 per Suntec Unit represents a discount of approximately 3.46% to the average target prices estimated by various analysts of S\$1.20 per Suntec Unit.

We wish to highlight that the above analyst research universe may not be exhaustive and price targets for Suntec REIT and other statements and opinions contained in the reports within the universe used represent the individual views of the research analyst based on the circumstances (including, *inter alia*, market, economic, industry and monetary conditions as well as market sentiment and investor perceptions regarding the future prospects of Suntec REIT) prevailing at the date of the publication of the respective reports. The opinions of these analysts may change over time as a result of, among other things, changes in market conditions, Suntec REIT's market development and the emergence of new information relevant to Suntec REIT. As such, the above price targets may not be an accurate prediction of future market prices of Suntec REIT.

5.2 Adjustment to Offer Price for Distributions

As highlighted in paragraph 2.1(d) of the Offer Announcement, the Offeror reserves the right to reduce the Offer Price to the extent of any such Distribution, including but not limited to Distributions declared, made, or paid with a Record Date that falls on or after the Offer Announcement Date. The adjustments will be dependent on specific timing of the Offer Settlement Date in relation to the Record Date.

For the benefit of Suntec Unitholders, we have presented the Distributions declared by Suntec REIT over the past 11 quarters, consisting of both the taxable income component and a tax-exempt income component.

Exhibit 15: Historical Distribution per Suntec Unit in Singapore cents

Financial period	1 st quarter	2 nd quarter	3 rd quarter	4 th quarter
FY2024	1.511	1.531	1.580	To be declared
FY2023	1.737	1.739	1.793	1.866
FY2022	2.391	2.419	2.084	1.990

Sources: Relevant SGX-ST filings and announcements of Suntec REIT

On 24 October 2024, Suntec REIT announced the Distribution for the period 1 July 2024 to 30 September 2024 of 1.580 Singapore cents per Suntec Unit. The books closure date for this distribution was 4 November 2024 and eligible holders of Suntec Units received this distribution on 28 November 2024.

In the event of any such Distribution, the Offer Price payable to a Suntec Unitholder who validly accepts or has validly accepted the Offer shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the Offer Settlement Date falls. It is relevant to note that the 4th quarter Distribution for FY2024 has not been declared.

If the Offer Settlement Date falls on or before the Record Date for the Distribution, the Offeror will pay the relevant accepting Unitholders the unadjusted Offer Price for each Offer Unit, as the Offeror will receive the Distribution in respect of such Offer Units from the REIT Manager; and if the Offer Settlement Date falls after the Record Date for this Distribution, the Offer Price payable for such Offer Units tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Offer Units, as the Offeror will not receive such Distribution from the REIT Manager.



These Distributions presented above are not in any way indicative of any Distributions that Suntec REIT may declare in the future and should not in any way be construed as a dividend or distribution forecast.

5.3 No alternative offer

The Suntec Manager has confirmed that they have not received any offer for any of the individual investment properties under the portfolio of Suntec REIT ("Suntec Properties"), nor have they received any alternative or competing offer for the Suntec Units as of the LPD.

5.4 Dealings of Suntec Units by the Offeror Concert Party Group

Based on the latest information available to the Offeror as of the LPD and responses received pursuant to enquiries that the Offeror has made, the details of the dealings in Suntec Units by the Offeror Concert Party Group during the period commencing six (6) months prior to the Offer Announcement Date and ending on the LPD ("**Reference Period**").

Exhibit 16: Dealings of Suntec Units by the Offeror Concert Party Group during the Reference Period

Name	Date	Dealing	Aggregate no. of units	Transaction price of the units (S\$) ⁽¹⁾
Chong Nuit Sian	1-Oct-24	Sell	203,500	1.34
Chong Nuit Sian	2-Oct-24	Sell	46,500	1.34
Offeror	18-Nov-24	Buy	500,000	1.15
Offeror	19-Nov-24	Buy	500,000	1.15
GT and CT (held jointly)(2)	19-Nov-24	Buy	124,000	1.14
Offeror	20-Nov-24	Buy	500,000	1.14
GT and CT (held jointly)(2)	20-Nov-24	Buy	276,000	1.14
GT and CT (held jointly)(2)	21-Nov-24	Buy	8,400	1.13
Offeror	21-Nov-24	Buy	300,000	1.14
Offeror	22-Nov-24	Buy	300,000	1.14
GT and CT (held jointly)(2)	22-Nov-24	Buy	51,500	1.13
Offeror	25-Nov-24	Buy	300,000	1.14
GT and CT (held jointly)(2)	25-Nov-24	Buy	200,000	1.14
Offeror	26-Nov-24	Buy	400,000	1.14
GT and CT (held jointly)(2)	27-Nov-24	Buy	154,700	1.14
Offeror	28-Nov-24	Buy	250,000	1.15
GT and CT (held jointly)(2)	29-Nov-24	Buy	400,000	1.15
Offeror	29-Nov-24	Buy	1,500,000	1.15
Offeror	2-Dec-24	Buy	250,000	1.15
Offeror	5-Dec-24	Buy	62,541,700	1.16
Offeror	23-Dec-24	Buy	2,758,800	1.16

Sources: Offer Document, Offer Announcement and Suntec REIT's announcements on SGX-ST

Notes:

- (1) Rounded to the nearest two (2) decimal places.
- (2) Tang Yigang @ Gordon Tang ("GT") and Chen Huaidan @ Celine Tang ("CT")

Based on the above table, we note the following:

(i) between 18 November 2024 and 2 December 2024, the Offeror Concert Party Group acquired Suntec Units at a price range of S\$1.13 to S\$1.15, which is lower than the Offer Price; and



(ii) the Offer Price of S\$1.16 represents the highest transaction price paid by the Offeror Concert Party Group for Suntec Unit during the Reference Period and is compliant with Rule 14.3 of the Code.

6 OPINION

In arriving at our opinion to the Independent Directors, we have carefully considered the financial information that has been made available to us, and the above factors set forth in this letter including amongst other things, the following:

6.1 Assessment of fairness of the Offer

In determining the fairness of the Offer from a financial point of view, we have compared the P/NAV implied by the Offer Price of 0.56x with the P/NAV of the following:

- (i) Historical periods;
 - implied P/NAV of 0.56x is in line with the historical 1-year average P/NAV and below the historical 3-year average P/NAV of 0.64x;
 - implied P/NAV of 0.56x is below the average P/NAV for the period between the Offer Announcement Date and the LPD (both dates inclusive) of 0.58x; and
 - implied P/NAV of 0.56x is below the P/NAV as of the LPD of 0.57x.
- (ii) Selected Precedent Transactions;
 - implied P/NAV of 0.56x is below the implied P/NAV range of values of the Selected Precedent Transactions of 0.99x to 1.45x;
- (iii) Suntec REIT Comparable Trusts;
 - implied P/NAV of 0.56x is within the range of that of the Suntec REIT Comparable Trusts of 0.47x to 0.99x; and
 - implied P/NAV of 0.56x is below the median and mean P/NAV of the Suntec REIT Comparable Trusts of 0.72x and 0.77x respectively.

After careful consideration of the information above, and that the Offer Price of S\$1.16 is lower than our value range of S\$2.07 and S\$2.26 shown under Section 4.3, we are of the view that the Offer is **NOT FAIR**.

6.2 Assessment of reasonableness of the Offer

In determining the reasonableness of the Offer, we have considered other matters as well as the value of the units. In particular, we have assessed:

- (i) rationale for the Offer and the Offeror's intention for Suntec REIT;
- (ii) the premium implied in the Offer Price;



Comparison of the premium or discount of the Offer Price with the historical VWAPs of Suntec Units:

- the Offer Price represents a discount of approximately 0.94%, 4.05%, 7.42% to the 12-month, 6-month and 3-month VWAP of the Suntec Units, respectively, and a marginal premium of 1.22% over the 1-month VWAP of the Suntec Units. The Offer Price has no discount or premium compared to the closing price as of the LFTD; and
- the Offer Price represents a discount of approximately 2.52% to the VWAP for the period between the Offer Announcement Date and the LPD (both dates inclusive), and a discount of approximately 0.85% to the closing price as of the LPD.

Comparison of the premium or discount of the Offer Price with Selected Precedent Transactions:

- the discount of 0.9% to the 12-month VWAP prior to the Offer Announcement Date is less than the range of the corresponding premia of the Selected Precedent Transactions of 0.4% to 31.8% and less than the median premium of 12.8% and the mean premium of 14.8% of the Selected Precedent Transactions;
- the discount of 4.1% to the 6-month VWAP prior to the Offer Announcement Date is less than the range of corresponding premia of the Selected Precedent Transactions of 2.0% to 49.9% and less than the median premium of 8.7% and the mean premium of 14.7% of the Selected Precedent Transactions;
- the discount of 7.4% to the 3-month VWAP prior to the Offer Announcement Date is less than the range of corresponding premia of the Selected Precedent Transactions of 0.6% to 31.9% and less than the median premium of 5.5% and the mean premium of 10.9% of the Selected Precedent Transactions;
- the marginal premium of 1.2% over the 1-month VWAP prior to the Offer Announcement Date is within the range of corresponding premia of the Selected Precedent Transactions of (2.3%) to 31.6% and less than the median premium of 4.3% and the mean premium of 9.1% of the Selected Precedent Transactions; and
- there is no premium or discount over the last closing price of Suntec Units prior to the Offer Announcement Date, which is within the range of corresponding premia of the Selected Precedent Transactions of (3.9%) to 25.1% and less than the median premium of 2.7% and the mean premium of 5.8% of the Selected Precedent Transactions.

(iii) the liquidity of the units;

- the last 12M ADT volume of Suntec Units as a percentage of free float is higher than the median last 12M ADT volume as a percentage of free float of 0.40% the STI Constituents; and
- the last 12M ADT value of Suntec Units as a percentage of market capitalisation is higher than both the mean and median last 12M ADT value as a percentage of market capitalisation of 0.24% and 0.20% respectively of the STI Constituents.



Given the liquidity of Suntec Units, should the market price of Suntec Units be above the Offer Price prior to the close or lapse of the Offer, Suntec Unitholders may be able to obtain the higher market price with relative ease. We observe that as of the LPD, the closing price of the Suntec Units is S\$1.17, which is higher than the Offer Price of S\$1.16.

Suntec Unitholders should be cognizant of brokerage and other costs, if any, while making the comparison between the market price of the units on any given day and the Offer Price. We would like to also note that past liquidity of Suntec Units may not necessarily be an indication of the future liquidity of Suntec Units and that there is no assurance that the liquidity of Suntec Units will remain at the same level after the close or lapse of the Offer;

(iv) the analyst price targets;

the Offer Price represents a discount of approximately 3.46% to the average target prices estimated by various analysts of S\$1.20 per Suntec Unit; and

(v) the availability of alternative or competing offer received by the Suntec Manager;

the Suntec Manager has confirmed that they have not received any offer for any of the individual Suntec Properties, nor have they received any alternative or competing offer for the Suntec Units as of the LPD.

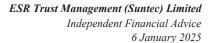
After careful consideration of the information above, we are of the view that the Offer is **NOT REASONABLE.**

6.3 Our opinion on the Offer

In conclusion, after carefully considering the information available to us and our analysis set out above as of the LPD, and based upon the monetary, industry, market, economic and other relevant conditions subsisting as of the LPD, and subject to our terms of reference as set out in Section 2 of this letter, we are of the opinion that the financial terms of the Offer are NOT FAIR and NOT REASONABLE from a financial point of view.

Accordingly, we advise the Independent Directors to recommend that the Suntec Unitholders <u>REJECT</u> the Offer.

This opinion is prepared and delivered pursuant to the Code as well as addressed to the Independent Directors, in connection with and for the purpose of their consideration of the Offer. Any statement or recommendation made by the Independent Directors in respect of the terms of the Offer shall remain their responsibility. Our opinion does not and cannot consider future circumstances, including market, economic, industry, monetary and other conditions after LPD as these are factors beyond the ambit of our review.





This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours truly,

For and behalf of

KPMG Corporate Finance Pte Ltd

APPENDIX B

ADDITIONAL INFORMATION ON SUNTEC REIT

1. DIRECTORS

The names, address and designations of the Directors as at the Latest Practicable Date are set out below:

Name	Address	Designation
Ms. Chew Gek Khim	c/o 1 Wallich Street, #15-01, Guoco Tower, Singapore 078881	Chairman and Non-Executive Director
Mr. Lim Hwee Chiang, John	c/o 5 Temasek Boulevard, #12-01, Suntec Tower Five, Singapore 038985	Non-Executive Director
Mr. Yap Chee Meng	c/o 10 Marina Boulevard, #48-01, Marina Bay Financial Centre Tower 2, Singapore 018983	Lead Independent, Non-Executive Director
Mr. Chan Pee Teck, Peter	c/o 50 Raffles Place, #34-03, Singapore Land Tower, Singapore 048623	Independent Non-Executive Director
Mrs. Yu-Foo Yee Shoon	c/o 5 Temasek Boulevard, #12-01, Suntec Tower Five, Singapore 038985	Independent Non-Executive Director
Mr. Lock Wai Han	c/o 5 Temasek Boulevard, #12-01, Suntec Tower Five, Singapore 038985	Independent Non-Executive Director
Mr. Shen Jinchu, Jeffrey	c/o 5 Temasek Boulevard, #12-01, Suntec Tower Five, Singapore 038985	Non-Executive Director
Mr. Chong Kee Hiong	c/o 5 Temasek Boulevard, #12-01, Suntec Tower Five, Singapore 038985	Chief Executive Officer and Executive Director

2. PRINCIPAL ACTIVITIES

Suntec REIT is a real estate investment trust listed on the Main Board of the SGX-ST since 9 December 2004, which owns income-producing real estate that is primarily used for office and/or retail purposes. As at the Latest Practicable Date, Suntec REIT's property portfolio has been valued at S\$11,767.9 million, comprising prime commercial properties in Singapore and properties in key Australian cities of Sydney, Melbourne and Adelaide as well as in London, United Kingdom.

3. UNITS IN ISSUE

3.1 Issued Units

As at the Latest Practicable Date, Suntec REIT has a total of 2,921,418,466 Units outstanding and there is only one class of units in Suntec REIT, comprising the Units.

3.2 Rights of the Unitholders in Respect of Capital, Distribution and Voting

The rights of Unitholders in respect of capital, distribution and voting are set out in the Trust Deed. The relevant provisions of the Trust Deed relating to the same have been extracted and reproduced in Appendix F to this Circular.

3.3 Number of Units issued since the end of the last financial year

Since 31 December 2023, being the end of the last financial year of Suntec REIT, up to the Latest Practicable Date, an aggregate of 24,144,110 new Units have been issued, comprising of:

- 3.3.1 12,160,593 new Units issued on 24 January 2024 at an average price of S\$1.2154 per Unit to the Manager as partial payment of its base management fees for the period from 1 October 2023 to 31 December 2023 and performance fees for the period from 1 January 2023 to 31 December 2023;
- 4,240,496 new Units issued on 25 April 2024 at an average price of S\$1.0738 per Unit to the Manager as partial payment of its base management fees for the period from 1 January 2024 to 31 March 2024;
- 4,296,557 new Units issued on 26 July 2024 at an average price of S\$1.0633 per Unit to the Manager as partial payment of its base management fees for the period from 1 April 2024 to 30 June 2024; and
- 3.3.4 3,446,464 new Units issued on 25 October 2024 at an average price of S\$1.3347 per Unit to the Manager as partial payment of its base management fees for the period from 1 July 2024 to 30 September 2024.

4. REIT CONVERTIBLE SECURITIES

There are no outstanding instruments convertible into, rights to subscribe for, and options in respect of, the Units or securities which carry voting rights in Suntec REIT as at the Latest Practicable Date.

5. DISCLOSURE OF INTERESTS AND DEALINGS

5.1 Interests of Suntec REIT in Offeror Shares, Offeror Securities and Offeror Convertible Securities

None of the Suntec REIT Group Entities¹ has any direct or indirect interests in the Offeror Shares, Offeror Securities and Offeror Convertible Securities as at the Latest Practicable Date.

5.2 Dealings in Offeror Shares, Offeror Securities and Offeror Convertible Securities by Suntec REIT

None of the Suntec REIT Group Entities² has dealt in the Offeror Shares, Offeror Securities and Offeror Convertible Securities during the period commencing six months prior to 5 December 2024, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.3 Interests of Directors in Offeror Shares, Offeror Securities and Offeror Convertible Securities

None of the Directors has any direct or indirect interests in the Offeror Shares, Offeror Securities and Offeror Convertible Securities as at the Latest Practicable Date.

5.4 Dealings in Offeror Shares, Offeror Securities and Offeror Convertible Securities by Directors

None of the Directors has dealt in the Offeror Shares, Offeror Securities and Offeror Convertible Securities during the period commencing six months prior to 5 December 2024, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.5 Interests of Directors in the Units and REIT Convertible Securities

Save as disclosed below, none of the Directors has an interest, direct or indirect, in the Units and REIT Convertible Securities as at the Latest Practicable Date.

	Direct		Deemed	
Name	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾
Ms. Chew Gek Khim	148,000	0.01	-	_
Mr. Lim Hwee Chiang, John	3,000,000	0.10	1,000,000 ⁽²⁾	0.03

Notes:

- (1) Percentage interest is rounded to two decimal places and based on a total of 2,921,418,466 Units outstanding as at the Latest Practicable Date.
- (2) Mr. Lim Hwee Chiang, John is deemed to have an interest in 1,000,000 Units held by Citibank Nominees Singapore Pte. Ltd. (as nominee of JL Philanthropy Ltd). The beneficiary of JL Philanthropy Ltd is JL Family Trust and Mr. Lim Hwee Chiang, John is the settlor of JL Family Trust.

In the context of Suntec REIT, interests in the Offeror Shares, Offeror Securities and Offeror Convertible Securities refer to the Offeror Shares, Offeror Securities and Offeror Convertible Securities that may be owned, controlled or held, whether directly or indirectly, by the Trustee (in its capacity as trustee of Suntec REIT) or the Manager and/or any of the Directors (in their respective capacity on behalf of Suntec REIT).

² In the context of Suntec REIT, dealings by Suntec REIT in the Offeror Shares, Offeror Securities and Offeror Convertible Securities refer to any dealings by the Trustee (in its capacity as trustee of Suntec REIT) or the Manager and/or any of the Directors (in their respective capacity on behalf of Suntec REIT).

5.6 Dealings in the Units and REIT Convertible Securities by Directors

Save as disclosed below, none of the Directors has dealt in the Units and the REIT Convertible Securities during the period commencing six months prior to 5 December 2024, being the Offer Announcement Date, and ending on the Latest Practicable Date.

Name	Date	No. of Units Dealt	Transaction Price Per Unit	Nature of Transaction
Ms. Chew Gek Khim	17 September 2024	148,000	S\$1.35	148,000 Units were acquired by Ms. Chew Gek Khim via an on-market transaction.
Mr. Chong Kee Hiong	18 December 2024	179,127	Not applicable	179,127 performance-based contingent Units pursuant to the Suntec Performance Unit Plan have been accepted by Mr. Chong Kee Hiong, the award of which is subject to the achievement of the specified performance condition(s) and other condition(s) (if any) over a three-year period from 1 January 2024 to 31 December 2026. The performance-based contingent Units to be vested will be subject to a performance factor. The performance factor applied will range from 0% to 150%.

5.7 Interests of the Manager in the Units and REIT Convertible Securities

The Manager does not have an interest, direct or indirect, in the Units and REIT Convertible Securities as at the Latest Practicable Date.

5.8 Dealings in the Units and REIT Convertible Securities by the Manager

Save as disclosed below, the Manager has not dealt in the Units and the REIT Convertible Securities during the period commencing six months prior to 5 December 2024, being the Offer Announcement Date, and ending on the Latest Practicable Date.

Name	Date	No. of Units Dealt	Transaction Price Per Unit	Nature of Transaction
The Manager	25 October 2024	3,446,464	S\$1.3347	Sale of 3,446,464 Units from the Manager to ESR Real Estate Investors 22 Pte. Ltd. ("ESR Real Estate") ⁽¹⁾⁽²⁾
The Manager	26 July 2024	4,296,557	S\$1.0633	Sale of 4,296,557 Units from the Manager to ESR Real Estate ⁽¹⁾⁽²⁾

Notes:

- (1) ESR Real Estate is a wholly-owned subsidiary of ESR Group Limited and was formerly known as ARA Real Estate Investors 22 Pte. Ltd.
- (2) In connection with the respective sales, the Manager has directed that its entitlement to relevant payments under the Trust Deed be issued in favour of ESR Real Estate (as opposed to the Manager).

5.9 Interests of the IFA in the Units and REIT Convertible Securities

None of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis own or control any Units and REIT Convertible Securities as at the Latest Practicable Date.

5.10 Dealings in the Units and REIT Convertible Securities by the IFA

None of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis has dealt for value in the Units and REIT Convertible Securities during the period commencing six months prior to 5 December 2024, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.11 Accepting or Rejecting the Offer

The Directors who have a beneficial interest in the Units, namely Ms. Chew Gek Khim and Mr. Lim Hwee Chiang, John, intend to reject the Offer in respect of their Units.

6. ARRANGEMENTS AFFECTING DIRECTORS

6.1 Directors' Service Contracts

There are no service contracts between any Director or proposed Director with the Manager or any of Suntec REIT's subsidiaries with more than 12 months to run and which cannot be terminated by the employing company within the next 12 months without paying any compensation.

In addition, there are no service contracts entered into or amended between any Director or proposed Director with the Manager or any of Suntec REIT's subsidiaries during the period between the start of six months prior to 5 December 2024, being the Offer Announcement Date, and the Latest Practicable Date.

6.2 No Payment or Benefit to Directors

There is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any Director or to any director of any other corporation which is, by virtue of Section 6 of the Companies Act, deemed to be related to the Manager or Suntec REIT, as compensation for loss of office or otherwise in connection with the Offer as at the Latest Practicable Date.

6.3 No Agreement Conditional upon Outcome of Offer

There are no agreements or arrangements made between any Director and any other person in connection with or conditional upon the outcome of the Offer as at the Latest Practicable Date.

6.4 Material Contracts entered into by Offeror

There are no material contracts entered into by the Offeror in which any Director has a material personal interest, whether direct or indirect as at the Latest Practicable Date.

7. FINANCIAL INFORMATION ON THE SUNTEC REIT GROUP

7.1 Consolidated Statement of Total Return

Set out below is certain financial information extracted from the audited consolidated financial statements of the Suntec REIT Group for FY2021, FY2022 and FY2023 respectively and the 1HFY2024 Financial Statements.

The financial information for FY2021, FY2022 and FY2023 should be read in conjunction with the audited consolidated financial statements of the Suntec REIT Group and the accompanying notes as set out in the Annual Reports for FY2021, FY2022 and FY2023 respectively, and the financial information for 1HFY2024 should be read in conjunction with the 1HFY2024 Financial Statements and the accompanying notes as set out in the 1HFY2024 Financial Statements.

The audited consolidated financial statements for the Suntec REIT Group for FY2023 and the 1HFY2024 Financial Statements are set out in Appendices D and E to this Circular respectively.

	1HFY2024 S\$'000	FY2023 S\$'000	FY2022 S\$'000	FY2021 S\$'000
Gross revenue	226,882	462,739	427,269	358,069
Property expenses	(75,889)	(149,589)	(111,518)	(103,438)
Net property income	150,993	313,150	315,751	254,631
Other income	674	5,961	8,097	14,860
Share of profit of joint ventures	41,418	36,001	144,856	102,908
Finance income	10,081	21,116	39,204	33,107
Finance costs	(88,446)	(174,694)	(151,440)	(127,491)
Net finance costs	(78,365)	(153,578)	(112,236)	(94,384)
Asset management fees	(30,495)	(61,428)	(61,171)	(57,873)
Trust expenses	(3,396)	(9,254)	(5,956)	(6,204)
Net income	80,829	130,852	289,341	213,938

	1HFY2024 S\$'000	FY2023 S\$'000	FY2022 S\$'000	FY2021 S\$'000
Net change in fair value of financial derivatives	5,371	(46,220)	65,407	49,814
Net change in fair value of investment properties	_	109,859	159,120	223,973
Net gain from divestment of investment properties	8,618	9,800	_	13,891
Net gain from divestment of joint venture	-	_	_	13,925
Total return for the year				
before tax	94,818	204,291	513,868	515,541
Tax expense	(5,864)	(7,970)	(16,241)	(25,030)
Total return for the year after tax	88,954	196,321	497,627	490,511
Attributable to:				
Unitholders and perpetual securities holders	88,242	185,384	476,811	476,439
Non-controlling interests	712	10,937	20,816	14,072
	88,954	196,321	497,627	490,511
Earnings per Unit (cents)				
Basic	2.791	5.927	16.117	16.355
Diluted	2.783	5.902	16.057	16.142
Distribution per Unit (cents)	3.042	7.135	8.884	8.666

7.2 Statements of Assets and Liabilities of Suntec REIT Group

Set out below is the Suntec REIT Group's statement of financial position as at (a) 31 December 2023 and (b) 30 June 2024. The selected consolidated financial data in the table below are extracted from, and should be read in conjunction with, the audited consolidated financial statements of the Suntec REIT Group for FY2023 as well as the 1HFY2024 Financial Statements, including the notes thereto.

	Suntec REIT Group		
	Unaudited as at	Audited as at	
	30 June 2024	31 December 2023	
	S\$'000	S\$'000	
Non-current assets			
Plant and equipment	1,190	1,697	
Investment properties	7,960,354	7,964,809	
Interests in joint ventures	2,843,927	2,829,479	
Derivative assets	17,297	24,387	
Total non-current assets	10,822,768	10,820,372	

	Suntec REIT Group	
	Unaudited as at 30 June 2024 S\$'000	Audited as at 31 December 2023 S\$'000
Current assets		
Investment properties held for sale	25,184	39,761
Derivative assets	9,550	11,239
Trade and other receivables	54,048	39,931
Cash and cash equivalents	186,862	217,925
Total current assets	275,644	308,856
Total assets	11,098,412	11,129,228
Current liabilities		
Interest-bearing borrowings	501,855	399,853
Trade and other payables	120,221	119,998
Derivative liabilities	262	192
Security deposits	21,206	23,628
Current tax liabilities	4,121	8,699
Total current liabilities	647,665	552,370
Non-current liabilities		
Interest-bearing borrowings	3,733,918	3,860,497
Security deposits	61,790	60,386
Derivative liabilities	3,887	14,630
Deferred tax liabilities	56,636	57,445
Total non-current liabilities	3,856,231	3,992,958
Total liabilities	4,503,896	4,545,328
Net assets	6,594,516	6,583,900
Represented by:		
Unitholders' funds	6,118,672	6,107,793
Perpetual securities holders	348,002	348,040
Non-controlling interests	127,842	128,067
_	6,594,516	6,583,900
Units in issue ('000)	2,913,675	2,897,274
Net asset value per Unit (S\$)	2.097	2.099

Copies of the Annual Reports for FY2021, FY2022 and FY2023 and the 1HFY2024 Financial Statements are available for inspection at the registered office of the Manager at 5 Temasek Boulevard #12-01, Suntec Tower Five Singapore 038985, during normal business hours for the period which the Offer remains open for acceptance.

8. MATERIAL CHANGES IN FINANCIAL POSITION

Save as disclosed in the 1HFY2024 Financial Statements as announced on 25 July 2024, the Valuation Announcement and any other information on the Suntec REIT Group which is publicly available (including without limitation, the announcements released by the Suntec REIT Group on the SGX-ST), there have been no material changes to the financial position of Suntec REIT since 31 December 2023, being the date of the last audited accounts of Suntec REIT laid before the Unitholders at the annual general meeting.

9. ACCOUNTING POLICIES

The summary of material accounting policies of the Suntec REIT Group which are disclosed in Note 3 of the audited consolidated financial statements of the Suntec REIT Group for FY2023 are reproduced in Appendix D to this Circular.

There are no changes in the accounting policy of the Suntec REIT Group which will cause the figures disclosed in paragraph 7 of this Appendix B to not be comparable to a material extent.

10. MATERIAL CONTRACTS

Save as disclosed in the Annual Reports and any other information on the Suntec REIT Group which is publicly available (including without limitation, the announcements released by the Suntec REIT Group on the SGX-ST), none of the Suntec REIT Group Entities has entered into any material contracts with interested persons (other than those entered into in the ordinary course of business) during the period beginning three years before 5 December 2024, being the Offer Announcement Date, and ending on the Latest Practicable Date.

11. MATERIAL LITIGATION

None of the Suntec REIT Group Entities is engaged in any material litigation or arbitration proceedings as plaintiff or defendant, which might materially and adversely affect the financial position of the Suntec REIT Group as a whole. The Directors are not aware of any litigation, claim, arbitration or other proceedings pending or threatened against any of the Suntec REIT Group Entities or of any facts likely to give rise to any such proceedings which might materially or adversely affect the financial position of the Suntec REIT Group taken as a whole.

12. VALUATION ON SUBJECT PROPERTIES

12.1 Valuation

The Manager had carried out independent valuations of the Subject Properties as at 20 December 2024, in connection with the unaudited consolidated financial statements of Suntec REIT Group for the six months period and financial year ended 31 December 2024. For the avoidance of doubt, the valuation was undertaken as part of Suntec REIT's annual valuation exercise for corporate reporting purposes and not specifically for the purposes of the Offer.

Based on the valuation by the Independent Valuers of the Subject Properties:

No.	Description of Subject Properties	Tenure	Date of Valuation	Valuation Amount (S\$ million)	Independent Valuer
1	Suntec City comprising: 11 strata lots with 11.9% of the total strata area in Suntec Tower One One strata lot with 2.1% of the total strata area in Suntec Tower Two 69 strata lots with 63.6% of the total strata area in Suntec Tower Three All strata lots in Suntec Tower Four All strata lots in Suntec Tower Five Suntec City Mall	99 years from 1989	20 December 2024	5,479.0	Cushman & Wakefield
2	One Raffles Quay (One-third interest)	99 years from 2001	20 December 2024	1,360.0	Cushman & Wakefield
3	Marina Bay Financial Centre Towers 1 and 2 and the Marina Bay Link Mall (One-third interest)	99 years from 2005	20 December 2024	1,833.3	Cushman & Wakefield
4	Suntec Singapore ¹ (66.3% interest)	99 years from 1989	20 December 2024	495.1	Cushman & Wakefield
5	177 Pacific Highway, North Sydney (Australia) (100% interest) ²	Freehold	20 December 2024	503.0 ⁶	JLL
6	21 Harris Street, Pyrmont, Sydney (Australia) (100% interest) ²	Freehold	20 December 2024	212.3 ⁶	JLL
7	Southgate Complex, Melbourne (Australia) (50.0% interest) ²	Freehold	20 December 2024	285.9 ⁷	JLL
8	Olderfleet, 477 Collins Street, Melbourne (Australia) (50.0% interest) ²	Freehold	20 December 2024	362.3	JLL
9	55 Currie Street, Adelaide (Australia) (100% interest) ²	Freehold	20 December 2024	98.0	JLL

No.	Description of Subject Properties	Tenure	Date of Valuation	Valuation Amount (S\$ million)	Independent Valuer
10	Nova North, Nova South and The Nova Building (United Kingdom) (50.0% interest) ³	1,042 years from 2020	20 December 2024	677.5 ^{4,8}	Colliers International
11	The Minster Building (United Kingdom) (100% interest) ³	999 years from 1990	20 December 2024	461.5 ^{5,9}	Colliers International
	Total			S\$11,767.9	

Notes:

- 1 Refers to Suntec Singapore Convention & Exhibition Centre and approximately 144,000 square feet of net lettable area of Suntec City Mall.
- 2 Based on the exchange rate of S\$0.8525 = A\$1.0000 as at 18 December 2024.
- 3 Based on the exchange rate of S\$1.7151 = £1.0000 as at 18 December 2024.
- 4 Based on Purchaser's cost of 6.8% (inclusive of stamp duty). Valuation based on 1.8% Purchaser's cost (excluding stamp duty) is S\$710.7 million.
- 5 Based on Purchaser's cost of 6.8% (inclusive of stamp duty). Valuation based on 1.8% Purchaser's cost (excluding stamp duty) is S\$484.2 million.
- 6 Based on the valuation on 15 October 2024, read together with the confirmation letter dated 20 December 2024 from JLL.
- 7 Based on the valuation on 21 October 2024, read together with the confirmation letter dated 20 December 2024 from JLL.
- 8 Based on the valuation on 31 October 2024, read together with the confirmation letter dated 20 December 2024 from Colliers International.
- 9 Based on the valuation on 31 October 2024, read together with the letter addendum dated 20 December 2024 from Colliers International.

The carrying amounts of the Subject Properties as at 20 December 2024 were based on independent valuations undertaken by the Independent Valuers. The Independent Valuers have appropriate professional qualifications and recent experience in the location and category of the properties being valued. The valuations were based on a combination of the discounted cash flow method, capitalisation approach and/or direct comparison method (as the case may be).

Please refer to Appendix G to this Circular for copies of the Valuation Summary Letters.

12.2 Potential Tax Liability

Under Rule 26.3 of the Code, the Manager is required, amongst other matters, to make an assessment of any potential tax liability which would arise if the Subject Properties were to be sold at the amount of the valuation.

The Subject Properties are located in Singapore, the United Kingdom and Australia. Based on the independent valuations of the Subject Properties as at 20 December 2024 and as at the Latest Practicable Date:

- (a) in respect of the Subject Properties located in Singapore, which the Manager intends to hold for long-term investment purposes, the Manager is of the view that such Subject Properties have been acquired on capital account and any gain on any hypothetical disposal of such Subject Properties will not be subject to tax. Accordingly, the potential tax liabilities that may be incurred by Suntec REIT on the hypothetical disposal of such Subject Properties on an "as-is" basis is therefore zero;
- (b) in respect of the Subject Properties located in the United Kingdom, which the Manager intends to hold for long-term investment purposes, the Manager is of the view that such Subject Properties have been acquired on capital account and any hypothetical disposal of such Subject Properties on an "as-is" basis as at the Latest Practicable Date will be at an amount below the cost of acquiring such Subject Properties. Accordingly, the potential tax liabilities that may be incurred by Suntec REIT on the hypothetical disposal of such Subject Properties on an "as-is" basis is therefore zero; and
- (c) in respect of the Subject Properties located in Australia, which the Manager intends to hold for long-term investment purposes, the Manager is of the view the potential tax liabilities that may be incurred by Suntec REIT on a hypothetical disposal of such Subject Properties as at the Latest Practicable Date on an "as-is" basis is approximately \$\$28.2 million.

Unitholders should note that any actual tax liabilities that may arise with the hypothetical disposal of the Subject Properties will be dependent on a number of factors, including but not limited to (i) the value of the relevant Subject Property, (ii) the tax laws, regulations and interpretations or practice thereof applicable at the time of the disposal, and (iii) the holding period of the interests in the Subject Properties that are subject to the disposal.

13. GENERAL

13.1 Costs and Expenses

All expenses and costs incurred by the Manager in relation to the Offer will be borne by Suntec REIT.

13.2 Transfer Restrictions

There is no restriction in the Trust Deed on the right to transfer any Units, which has the effect of requiring holders of the Offer Units, before transferring them, to offer them for purchase to Unitholders or to any other person.

13.3 Consent of the IFA

The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name and the IFA Letter set out in Appendix A and all references to the subject-matter of the foregoing in the form and context in which they appear in this Circular.

13.4 Consent of the Independent Valuers

Each of the Independent Valuers has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name and the Valuation Summary Letters, as set out in Appendix G to this Circular, and all references to the subject-matter of the foregoing in the form and context in which they appear in this Circular.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager at 5 Temasek Boulevard #12-01, Suntec Tower Five Singapore 038985, during normal business hours for the period which the Offer remains open for acceptance:

- (a) the Trust Deed;
- (b) the Annual Reports for FY2021, FY2022 and FY2023;
- (c) the 1HFY2024 Financial Statements;
- (d) the IFA Letter;
- (e) the letters of consent referred to in paragraphs 13.3 and 13.4 above;
- (f) the Valuation Summary Letters; and
- (g) the Valuation Reports.

APPENDIX C

INFORMATION ON THE OFFEROR

1. THE OFFEROR

The following information on the Offeror has been extracted from Appendix 3 to the Offer Document. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document:

"1. OFFEROR DIRECTORS

The names, addresses and descriptions of the Offeror Directors as at the Latest Practicable Date are as follows:

Name	Address	Description
Mr. Tang Yigang @ Gordon Tang	c/o 9 Temasek Boulevard, #35-01 Suntec Tower Two, Singapore 038989	Director
Ms. Chen Huaidan @ Celine Tang	c/o 9 Temasek Boulevard, #35-01 Suntec Tower Two, Singapore 038989	Director

2. PRINCIPAL ACTIVITIES AND SHARE CAPITAL

The Offeror is an investment holding company incorporated in Singapore on 13 August 2024 for the purpose of undertaking the Offer and the acquisition of Units (including pursuant to the Pre-Offer Acquisitions). The Offeror has not carried on any business since its incorporation, except in relation to matters in connection with the making of the Offer and the acquisition of Units (including pursuant to the Pre-Offer Acquisitions).

As at the Latest Practicable Date, the Offeror has an issued and paid-up share capital of S\$2 comprising two (2) ordinary shares, of which 50% is held by GT and 50% is held by CT.

3. FINANCIAL INFORMATION

As the Offeror was newly incorporated on 13 August 2024 for the purpose of undertaking the Offer and the acquisition of Units (including pursuant to the Pre-Offer Acquisitions), no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date for inclusion in this Appendix 3.

4. MATERIAL CHANGES IN FINANCIAL POSITION

Save in relation to and in connection with the Pre-Offer Acquisitions and the Offer (including the financing of the Offer and the costs and expenses incurred or to be incurred in connection with the Offer), there has been no known material change in the financial position of the Offeror since its incorporation.

5. SIGNIFICANT ACCOUNTING POLICIES

As no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date, there are no significant accounting policies to be noted.

6. CHANGES IN ACCOUNTING POLICIES

There have been no changes to the significant accounting policies of the Offeror as no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date.

7. REGISTERED OFFICE

The registered office of the Offeror is at 9 Temasek Boulevard, #35-01 Suntec Tower Two, Singapore 038989."

2. HOLDINGS AND DEALINGS IN THE UNITS

2.1 The following information on the holdings of, and dealings in, the Units by the Offeror and the parties acting in concert with the Offeror is extracted from Appendix 5 to the Offer Document:

"1. INTERESTS IN UNITS

Based on the latest information available to the Offeror as at the Latest Practicable Date and responses received pursuant to enquiries that the Offeror has made, the details of the interests of the Offeror and the parties acting in concert with the Offeror as at the Latest Practicable Date are set out below:

	Direct Interests		Deemed Interests		Total Interests	
Name	No. of Units	% ⁽¹⁾⁽²⁾	No. of Units	% ⁽¹⁾⁽²⁾	No. of Units	% ⁽¹⁾⁽²⁾
Offeror	67,341,700	2.31	_	_	67,341,700	2.31
GT ⁽³⁾	234,932,027	8.04	67,341,700	2.31	302,273,727	10.35
CT ⁽³⁾	237,827,494	8.14	67,341,700	2.31	305,169,194	10.45
Ms. Yang Chanzhen @ Janet Yeo ⁽⁴⁾	122,644,520	4.20	_	_	122,644,520	4.20
Mr. Tang Jialin ⁽⁴⁾	261,603,400	8.95	_	_	261,603,400	8.95
Ms. Tang Jialei	110,944,780	3.80	_	_	110,944,780	3.80
Mr. Tang Jiaze	79,112,080	2.71	_	_	79,112,080	2.71
Mr. Michael Tong Chiew & Mr. Tong Jiang Haiming ⁽⁵⁾	10,000,000	0.34			10,000,000	0.34
Xu Qinru ⁽⁶⁾	133,000	n.m. ⁽⁷⁾			133,000	n.m.
Lin Daqi ⁽⁸⁾	89,300	n.m.	_	_	89,300	n.m.
Deemed Offeror Concert Parties ⁽⁹⁾	_	_	15,546,400	0.53	15,546,400	0.53
Mr. Soh Kim Soon ⁽¹⁰⁾	310,000	0.01	_	_	310,000	0.01
Dr. Chia Tai Tee ⁽¹¹⁾	52,650	n.m.	_	_	52,650	n.m.
Mr. Koh Cheng Chua ⁽¹²⁾	50,000	n.m.	_	_	50,000	n.m.
Ms. Shirley Ng ⁽¹³⁾	10,000	n.m.	_	_	10,000	n.m.
Ms. Wendy Ng ⁽¹⁴⁾	1,500	n.m.	_	_	1,500	n.m.
Mr. Ong Beng Teck ⁽¹⁵⁾	1,000	n.m.	_	_	1,000	n.m.

	Direct interests		Deemea Interests		iotai interests	
Name	No. of Units	% ⁽¹⁾⁽²⁾	No. of Units	% ⁽¹⁾⁽²⁾	No. of Units	% ⁽¹⁾⁽²⁾

Additional deemed parties acting in concert with the financial adviser to the Offeror Shareholders⁽¹⁶⁾

694,000 0.02 1,000 n.m. 695,000 0.02

Notes:

- (1) All references to percentage unitholding of the issued Units are based on a total of 2,921,418,466 Units in issue (based on publicly available information as at the Latest Practicable Date).
- (2) Rounded to the nearest two (2) decimal places.
- (3) The Offeror Shareholders jointly hold 78,195,680 Units, representing approximately 2.68% of the total number of issued Units. The total interests of each of the Offeror Shareholders includes the Units which are jointly held by them.
- (4) Ms. Yang Chanzhen @ Janet Yeo and Mr. Tang Jialin jointly hold 117,466,720 Units, representing approximately 4.02% of the total number of issued Units. The total interests of each of Ms. Yang Chanzhen @ Janet Yeo and Mr. Tang Jialin includes the Units which are jointly held by them.
- (5) Mr. Michael Tong Chiew and Mr. Tong Jiang Haiming jointly hold 10,000,000 Units, representing approximately 0.34% of the total number of issued Units. Mr. Michael Tong Chiew is the brother of GT.
- (6) Ms. Xu Qinru is a director of companies controlled by the Offeror Shareholders.
- (7) Not meaningful.
- (8) Mr. Lin Dagi is a director of companies controlled by the Offeror Shareholders.
- (9) The "Deemed Offeror Concert Parties" comprises certain director(s) of companies controlled by the Offeror Shareholders and their respective related entities and close relatives, of which based on the information available to the Offeror, 15,486,400 Units, representing approximately 0.53% of the total number of issues units, held by the Deemed Offeror Concert Parties are pledged to banks.
- (10) Mr. Soh Kim Soon is a director of a related company of UOB.
- (11) Dr. Chia Tai Tee is a director of UOB.
- (12) Mr. Koh Cheng Chua is a director of a related company of UOB.
- (13) Ms. Shirley Ng is a director of one or more related companies of UOB.
- (14) Ms. Wendy Ng is the sister of Ms. Shirley Ng.
- (15) Mr. Ong Beng Teck is a director of a related company of UOB.
- (16) The "Additional deemed parties acting in concert with the financial adviser to the Offeror Shareholders" comprises certain directors of related corporations of OCBC, as the financial adviser to the Offeror Shareholders in connection with the Offer, and close relatives. The Additional deemed parties acting in concert with the financial adviser to the Offeror Shareholders hold an aggregate of 695,000 Units, comprising approximately 0.02% of the total number of issued Units, and comprise the following:
 - (a) Mr. Ng Chee Peng and his spouse jointly hold 30,000 Units.
 - (b) Mr. Anthony Kam Ping Leung and his spouse jointly hold 65,000 Units.
 - (c) Mr. Anthony Kam Ping Leung and his daughter jointly hold 70,000 Units.
 - (d) Mr. Norman Ka Cheung Ip holds 12,000 Units.
 - (e) Ms. Teo Lay Leng Emily is deemed interested in 1,000 Units held by her spouse.
 - (f) Mr. Sng Koon San holds 6,000 Units.
 - (g) Mr. DCruz Noel Gerald holds 53,000 Units.
 - (h) Mr. Lai Teck Poh holds 420,000 Units representing approximately 0.01% of the total number of issued Units, of which 250,000 Units are jointly held by Mr. Lai Teck Poh and his spouse.
 - (i) Mr. Lai Teck Poh's daughter holds 36,000 Units.
 - (j) Mr. Lai Teck Poh's son-in-law holds 2,000 Units.

For completeness only, as at the Latest Practicable Date, entities within the OCBC group holding exempt fund manager and exempt principal trader status have aggregate holdings of 22,529,221 Units, comprising approximately 0.77% of the total number of issued Units. Pursuant to the Practice Statement on the Exemption of Connected Fund Managers and Principal Traders under the Code, these entities are not regarded as acting in concert with the Offeror, notwithstanding that they are entities within the OCBC group.

2. DEALINGS IN UNITS DURING THE REFERENCE PERIOD

Based on the latest information available to the Offeror as at the Latest Practicable Date and responses received pursuant to enquiries that the Offeror has made, the details of the dealings in the Units by the Offeror and the parties acting in concert with the Offeror during the Reference Period are set out below:

Name	Date	Dealing	Aggregate No. of Units	Transaction Price per Unit (S\$) ⁽²⁾
Chong Nuit Sian	1 October 2024	Sell	203,500 Units	1.34
Chong Nuit Sian	2 October 2024	Sell	46,500 Units	1.34
Offeror	18 November 2024	Buy ⁽¹⁾	500,000 Units	1.15
Offeror	19 November 2024	Buy ⁽¹⁾	500,000 Units	1.15
GT and CT (held jointly)	19 November 2024	Buy ⁽¹⁾	124,000 Units	1.14
Offeror	20 November 2024	Buy ⁽¹⁾	500,000 Units	1.14
GT and CT (held jointly)	20 November 2024	Buy ⁽¹⁾	276,000 Units	1.14
GT and CT (held jointly)	21 November 2024	Buy ⁽¹⁾	8,400 Units	1.13
Offeror	21 November 2024	Buy ⁽¹⁾	300,000 Units	1.14
Offeror	22 November 2024	Buy ⁽¹⁾	300,000 Units	1.14
GT and CT (held jointly)	22 November 2024	Buy ⁽¹⁾	51,500 Units	1.13
Offeror	25 November 2024	Buy ⁽¹⁾	300,000 Units	1.14
GT and CT (held jointly)	25 November 2024	Buy ⁽¹⁾	200,000 Units	1.14
Offeror	26 November 2024	Buy ⁽¹⁾	400,000 Units	1.14
GT and CT (held jointly)	27 November 2024	Buy ⁽¹⁾	154,700 Units	1.14
Offeror	28 November 2024	Buy ⁽¹⁾	250,000 Units	1.15
GT and CT (held jointly)	29 November 2024	Buy ⁽¹⁾	400,000 Units	1.15
Offeror	29 November 2024	Buy ⁽¹⁾	1,500,000 Units	1.15
Offeror	2 December 2024	Buy ⁽¹⁾	250,000 Units	1.15

Note:

- (1) Excludes the dealings undertaken under the Pre-Offer Acquisitions.
- (2) Rounded to the nearest two (2) decimal places."

2.2 The following information on the holdings of, and dealings in, the Units by the Offeror is extracted from the dealing disclosure announcement dated 23 December 2024 made by the Joint Financial Advisers, for and on behalf of the Offeror:

"2. DEALINGS DISCLOSURE

Pursuant to Rule 12.1 of the Code, the Joint Financial Advisers wish to announce, for and on behalf of the Offeror, that the following dealings in the Units were made by the Offeror on 23 December 2024:¹

(a)	Total number of Units acquired by the Offeror by way of open market purchases	2,756,800 ²
(b)	Approximate percentage of total number of issued Units represented by the number of Units acquired	0.09%
(c)	Price paid per Unit (excluding brokerage commission, clearing fees and goods and services tax)	S\$1.16
(d)	Resultant total number of Units owned or controlled by the Offeror	70,098,500
(e)	Approximate percentage of the total number of issued Units owned or controlled by the Offeror	2.40%
(f)	Resultant total number of Units owned or controlled by the Offeror and parties acting or presumed to be acting in concert with the Offeror	948,389,251
(g)	Approximate percentage of the total number of issued Units owned or controlled by the Offeror and parties acting or presumed to be acting in concert with the Offeror	32.46%

The figures stated in this paragraph 2 exclude the number of Units tendered in acceptance of the Offer as at 23 December 2024.

The percentage unitholding interests referred to in this Announcement is rounded to two (2) decimal places.

Unless otherwise stated, references in this Announcement to the total number of issued Units are based on 2,921,418,466 Units in issue (based on publicly available information as at the date of this Announcement)."

APPENDIX D

AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SUNTEC REIT GROUP FOR FY2023

The audited consolidated financial statements for the Suntec REIT Group for FY2023 set out below have been extracted from the Annual Report for FY2023 and were not specifically prepared for inclusion in this Circular.

Report of the Trustee

HSBC Institutional Trust Services (Singapore) Limited (the "Trustee") is under a duty to take into custody and hold the assets of Suntec Real Estate Investment Trust (the "Trust") and its subsidiaries (the "Group") in trust for the holders ("Unitholders") of units in the Trust (the "Units"). In accordance with the Securities and Futures Act 2001, Chapter 289, of Singapore, its subsidiary legislation, and the Code on Collective Investment Schemes, the Trustee shall monitor the activities of ARA Trust Management (Suntec) Limited (the "Manager") for compliance with the limitations imposed on the investment and borrowing powers as set out in the trust deed dated 1 November 2004 (as amended by a first supplemental deed dated 25 January 2006, a second supplemental deed dated 20 April 2006, a third supplemental deed dated 30 July 2007, a fourth supplemental deed dated 11 October 2007, a fifth supplemental deed dated 29 September 2008, a sixth supplemental deed dated 14 April 2010, a first amending and restating deed dated 7 September 2010, a second amending and restating deed dated 14 April 2016, a ninth supplemental deed dated 21 May 2018, a tenth supplemental deed dated 23 July 2018, an eleventh supplemental deed dated 2 April 2020, amended and restated by a third amending and restating deed dated 8 December 2022, and a thirteenth supplemental deed dated 20 April 2023) (collectively the "Trust Deed") between the Manager and the Trustee in each annual accounting period and report thereon to Unitholders in an annual report.

To the best knowledge of the Trustee, the Manager has, in all material respects, managed the Trust during the period covered by these financial statements, set out on pages 104 to 186 in accordance with the limitations imposed on the investment and borrowing powers set out in the Trust Deed.

For and on behalf of the Trustee, HSBC Institutional Trust Services (Singapore) Limited

Authorised Signatory

Singapore 25 March 2024

Statement by the Manager

In the opinion of the directors of ARA Trust Management (Suntec) Limited, the accompanying financial statements set out on pages 104 to 186, comprising the Statements of Financial Position, Statements of Total Return, Distribution Statements, Statements of Movements in Unitholders' Funds, Portfolio Statements, Consolidated Statement of Cash Flows and Notes to the Financial Statements are drawn up so as to present fairly, in all material respects, the financial position and the portfolio holdings of Suntec Real Estate Investment Trust (the "Trust") and its subsidiaries (the "Group") as at 31 December 2023, the total return, distributable income, movements in Unitholders' funds and cash flows of the Group and the total return, distributable income and movements in Unitholders' funds of the Trust for the financial year then ended in accordance with the recommendations of Statement of Recommended Accounting Practice 7 Reporting Framework for Investment Funds issued by the Institute of Singapore Chartered Accountants and the provisions of the Trust Deed. At the date of this statement, there are reasonable grounds to believe that the Trust will be able to meet its financial obligations as and when they materialise.

For and on behalf of the Manager, ARA Trust Management (Suntec) Limited

Lim Hwee Chiang, John Director

Chong Kee Hiong *Director and Chief Executive Officer*

Singapore 25 March 2024

Unitholders of Suntec Real Estate Investment Trust (Constituted under a Trust Deed dated 1 November 2004 (as amended) in the Republic of Singapore)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Suntec Real Estate Investment Trust (the "Trust"), and its subsidiaries (collectively, the "Group"), which comprise the Statements of Financial Position and Portfolio Statements of the Group and the Trust as at 31 December 2023, the Statements of Total Return, Distribution Statements and Statements of Movements in Unitholders' Funds of the Group and the Trust and the Statement of Cash Flows of the Group for the year then ended, and Notes to the Financial Statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the Statements of Financial Position, Portfolio Statements, Statements of Total Return, Distribution Statements and Statements of Movements in Unitholders' Funds of the Trust present fairly, in all material respects, the financial position and the portfolio holdings of the Group and the Trust as at 31 December 2023 and the total return, distributable income and movements in Unitholders' funds of the Group and the Trust and cash flows of the Group for the year ended on that date in accordance with the recommendations of Statement of Recommended Accounting Practice 7 Reporting Framework for Investment Funds issued by the Institute of Singapore Chartered Accountants.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Unitholders of Suntec Real Estate Investment Trust (Constituted under a Trust Deed dated 1 November 2004 (as amended) in the Republic of Singapore)

Key audit matters (continued)

Valuation of investment properties

As disclosed in Note 6 to the financial statements, the Group owns investment properties located in Singapore, Australia and United Kingdom. As at 31 December 2023, the carrying amount of the Group's investment properties was \$8.0 billion which accounted for 71.9% of total assets. The Group records the investment properties at fair value as at the balance sheet date

The Group also has significant interest in investment properties through its investment in joint ventures which are involved in the business of property investment and holds investment properties in Singapore, Australia and United Kingdom. As at 31 December 2023, the carrying value of the interests in joint ventures amounted to \$2.8 billion, representing 25.4% of total assets of the Group. For the financial year ended 31 December 2023, the Group's share of joint ventures' results was \$36.0 million.

The valuation of the investment properties is significant to our audit due to the magnitude and the complexity of the valuation which is highly dependent on a range of assumptions and estimates made by the external appraisers engaged by the Manager.

Valuations of investment properties are sensitive to changes in the significant unobservable inputs, particularly those relating to market rents, discount rates and capitalisation rates. The extent of estimation uncertainty and judgement is further impacted by the volatility in the relevant market and economic conditions. Accordingly, we have identified this as a key audit matter.

The Manager uses external appraisers to support its determination of the individual fair value of the investment properties. Our audit procedures included, amongst others, an assessment of the Group's process relating to the selection of the external appraisers, the determination of the scope of work of the appraisers, and a review of the valuation reports issued by the external appraisers. We evaluated the objectivity, independence and expertise of the external appraisers and read their terms of engagement to ascertain whether there are matters that might have affected the scope of their work and their objectivity.

We involved our internal real estate valuation specialists to assist us in assessing the reasonableness of the valuation model and the reasonableness of the significant assumptions and estimates by reference to historical rates and market data. Our procedures also included checking the reliability of property related data used by the external appraisers, assessing the appropriateness of the valuation techniques and basis for the significant assumptions and estimates used, including key valuation adjustments made by the external appraisers in response to the changes in market and economic conditions. We assessed the overall reasonableness of the movements in fair value of the investment properties. We also assessed the adequacy of disclosures relating to investment properties in the consolidated financial statements.

Other matter

The financial statements of Suntec Real Estate Investment Trust and its subsidiaries for the year ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on those statements on 23 March 2023.

Unitholders of Suntec Real Estate Investment Trust (Constituted under a Trust Deed dated 1 November 2004 (as amended) in the Republic of Singapore)

Other information

ARA Trust Management (Suntec) Limited, the Manager of the Trust (the "Manager") is responsible for other information contained in the annual report. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Manager for the financial statements

The Manager is responsible for the preparation of financial statements that give a true and fair view in accordance with the recommendations of Statement of Recommended Accounting Practice 7 Reporting Framework for Investment Funds issued by the Institute of Singapore Chartered Accountants, and for such internal controls as the Manager determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Manager is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Manager either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Manager's responsibilities include overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Unitholders of Suntec Real Estate Investment Trust (Constituted under a Trust Deed dated 1 November 2004 (as amended) in the Republic of Singapore)

Auditor's responsibilities for the audit of the financial statements (continued)

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error,
 design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and
 appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from
 fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,
 misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are
 appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the
 Group's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Manager.
- Conclude on the appropriateness of the Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Manager regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Manager with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Unitholders of Suntec Real Estate Investment Trust [Constituted under a Trust Deed dated 1 November 2004 (as amended) in the Republic of Singapore)

Auditor's responsibilities for the audit of the financial statements (continued)

From the matters communicated with the Manager, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Low Yen Mei.

Ernst & Young LLP Public Accountants and Chartered Accountants

Singapore 25 March 2024

Statements of Financial Position

As at 31 December 2023

		(Group	-	Trust
	Note	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Non-current assets					
Plant and equipment	5	1,697	858	927	408
Investment properties	6	7,964,809	7,906,828	5,375,239	5,215,000
Rental guarantee receivables	7	-	314	-	0,210,000 —
Interests in joint ventures	8	2,829,479	3,424,076	901,918	1,472,073
Interests in subsidiaries	9		_	2,601,034	2,326,684
Long-term investment	10	_	_	637	637
Derivative assets	11	24,387	81,642	6,657	23,785
		10,820,372	11,413,718	8,886,412	9,038,587
Current assets					
Investment properties held for sale	6	39,761	_	39,761	_
Derivative assets	11	11,239	2,804	412	2,804
Rental guarantee receivables	7	_	865	_	
Trade and other receivables	12	39,931	24,368	19,852	9,472
Cash and cash equivalents	13	217,925	269,610	89,077	144,404
		308,856	297,647	149,102	156,680
Total assets		11,129,228	11,711,365	9,035,514	9,195,267
Current liabilities					
Interest-bearing borrowings	14	399,853	645,577	399,853	279,913
Trade and other payables	15	119,998	129,583	120,574	126,651
Derivative liabilities	11	192	36	192	36
Security deposits		23,628	24,149	16,866	17,450
Current tax liabilities		8,699	8,264	_	2
		552,370	807,609	537,485	424,052
Non-current liabilities					
Interest-bearing borrowings	14	3,860,497	4,197,902	2,708,348	3,185,695
Security deposits		60,386	56,580	51,363	45,790
Derivative liabilities	11	14,630	3,182	12,926	3,182
Deferred tax liabilities	16	57,445	61,973	_	_
		3,992,958	4,319,637	2,772,637	3,234,667
Total liabilities		4,545,328	5,127,246	3,310,122	3,658,719
Net assets		6,583,900	6,584,119	5,725,392	5,536,548
Represented by:					
Unitholders' funds		6,107,793	6,116,353	5,377,352	5,188,508
Perpetual securities holders	17	348,040	348,040	348,040	348,040
Non-controlling interests	18	128,067	119,726	_	_
-		6,583,900	6,584,119	5,725,392	5,536,548
Units in issue ('000)	19	2,897,274	2,875,948	2,897,274	2,875,948
Net asset value per Unit (\$)	20	2.099	2.119	1.848	1.797
		2,897,274	2,875,948	2,897,274	

Statements of Total Return

Year ended 31 December 2023

		G	roup	Т	rust
	Note	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Gross revenue	21	462,739	427,269	407,865	403,200
Property expenses	22	(149,303)	(111,626)	(69,429)	(54,867)
Net (provision)/reversal of impairment on trade receivables		(286)	108	244	335
Net property income		313,150	315,751	338,680	348,668
Other income	23	5,961	8,097	18	_
Share of profit of joint ventures	8	36,001	144,856	_	
Finance income	24	21,116	39,204	28,323	24,455
Finance costs	24	(174,694)	(151,440)	(132,602)	(221,988)
Net finance costs		(153,578)	(112,236)	(104,279)	(197,533)
Asset management fees	25	((4,400)	((0.0(5)	(0 / / (20)	(0 (505)
— base fee		(41,129)	(40,865)	(36,670)	(36,527)
— performance fee Professional fees		(20,299)	(20,306) (963)	(20,299)	(20,306) (92)
Trustee's fees		(3,955) (2,048)	(2,006)	(2,278) (1,887)	(1,870)
Audit fees		(2,048)	(2,006)	(575)	(452)
Valuation fees		(179)	(345)	(65)	(126)
Other expenses		(2,124)	(1,855)	(1,703)	(1,495)
Net income	-	130,852	289,341	170,942	90,267
Net change in fair value of financial derivatives		(46,220)	65,407	(25,602)	29,060
Net change in fair value of investment properties	6	109,859	159,120	229,731	217,267
Net gain from divestment of investment properties	6	9,800	· —	9,800	, <u> </u>
Total return for the year before tax	26	204,291	513,868	384,871	336,594
Tax expense	27	(7,970)	(16,241)	(630)	(9,779)
Total return for the year after tax	-	196,321	497,627	384,241	326,815
Attributable to:					
Unitholders of the Trust and perpetual securities		405.007	/5/ 044	00/0/4	00/045
holders	18	185,384	476,811	384,241	326,815
Non-controlling interests	18	10,937	20,816		
		196,321	497,627	384,241	326,815
Earnings per Unit (cents)					
Basic	28	5.927	16.117	12.804	10.894
Diluted	28	5.902	16.057	12.750	10.853

Distribution Statements

Year ended 31 December 2023

	G	roup	Т	rust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Amount available for distribution to Unitholders at the beginning of the year	57,270	65,207	57,270	65,207
Total return attributable to Unitholders and perpetual securities holders	185,384	476,811	384,241	326,815
Less: Total return attributable to perpetual securities holders Net tax adjustments (Note A)	(13,975) (138,629)	(13,975) (392,740)	(13,975) (186,477)	(13,975) (80,333)
Taxable income	32,780	70,096	183,789	232,507
Add:	151 000	1/0/11		
Tax exempt dividend income (Note B) Others (Note C)	151,009 23,000	162,411 23,000	23,000	23,000
Amount available for distribution to Unitholders	264,059	320,714	264,059	320,714
Distributions to Unitholders:				
Distribution of 2.280 cents per Unit for period from 1/10/2021 to 31/12/2021	_	(65,382)	_	(65,382)
Distribution of 2.391 cents per Unit for period from 1/1/2022 to 31/3/2022 Distribution of 2.419 cents per Unit for period from	_	(68,628)	_	(68,628)
1/4/2022 to 30/6/2022 Distribution of 2.084 cents per Unit for period from	_	(69,499)	_	(69,499)
1/7/2022 to 30/9/2022 Distribution of 1.990 cents per Unit for period from	_	(59,935)	_	(59,935)
1/10/2022 to 31/12/2022 Distribution of 1.737 cents per Unit for period from	(57,445)	_	(57,445)	_
1/1/2023 to 31/3/2023 Distribution of 1.739 cents per Unit for period from	(50,197)	_	(50,197)	_
1/4/2023 to 30/6/2023 Distribution of 1.793 cents per Unit for period from	(50,316)	_	(50,316)	_
1/7/2023 to 30/9/2023	(51,948)	_	(51,948)	_
	(209,906)	(263,444)	(209,906)	(263,444)
Income available for distribution to Unitholders at end of the year	54,153	57,270	54,153	57,270
Distribution per Unit (cents) *	7.135	8.884	7.135	8.884

The distribution per Unit relates to the distributions in respect of the relevant financial year. The distribution for the last quarter of the financial year will be paid subsequent to the reporting date.

Distribution Statements

Year ended 31 December 2023

	G	roup	Т	rust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Note A				
Net tax adjustments comprise:				
 Amortisation of transaction costs 	7,018	4,901	7,018	4,901
 Asset management fees paid/payable in Units 	28,484	28,417	28,484	28,417
 Net profit from subsidiaries and joint ventures 	(114,301)	(208,439)	_	_
— Trustee's fees	2,048	2,006	1,887	1,870
 Net change in fair value of investment properties 	(109,859)	(159,120)	(229,731)	(217,267)
 Net gain from divestment of investment properties 	(9,800)	_	(9,800)	_
 Net foreign currency exchange differences 	1,102	5,725	(23,560)	117,971
 Net change in fair value of financial derivatives 	48,091	(62,669)	27,473	(26,322)
 Sinking fund contribution 	8,202	_	8,202	_
— Deferred tax	(3,164)	(2,826)	_	_
— Other items (Note D)	3,550	(735)	3,550	10,097
Net tax adjustments	(138,629)	(392,740)	(186,477)	(80,333)

Note B

This relates to the dividend income received from Comina Investment Limited, Suntec Harmony Pte. Ltd., Suntec REIT Capital Pte. Ltd., Suntec REIT UK 1 Pte. Ltd., Victoria Circle Unit Trust 1, Victoria Circle Unit Trust 2, Suntec REIT UK (LP) Pte. Ltd. and distributions of profits from Suntec REIT (Australia) Trust and BFC Development LLP.

Note C

This relates to a portion of the sale proceeds from disposal of an investment property in December 2015.

Note D

This mainly relates to non-tax deductible expenses and rollover adjustments after finalisation of prior year adjustments.

Statements of Movements in Unitholders' Funds

Year ended 31 December 2023

	G	roup	T	rust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Unitholders' funds at the beginning of the year	6,116,353	6,051,805	5,188,508	5,110,695
Total return attributable to Unitholders and perpetual securities holders	185,384	476,811	384,241	326,815
Less: Total return attributable to perpetual securities holders	(13,975)	(13,975)	(13,975)	(13,975)
Hedging reserve Effective portion of changes in fair value of cash flow hedges ⁽¹⁾	(16,503)	19,820	_	_
Foreign currency translation reserve Translation differences from financial statements of foreign operations	17,956	(183,081)	_	_
Net gain/(loss) recognised directly in Unitholders' funds	1,453	(163,261)	_	_
Unitholders' transactions				
Creation of Units: — asset management fees paid/payable in Units ^[2] Units to be issued:	13,704	13,587	13,704	13,587
— asset management fees payable in Units ^[2] Distributions to Unitholders	14,780 (209,906)	14,830 (263,444)	14,780 (209,906)	14,830 (263,444)
Net decrease in Unitholders' funds resulting from Unitholders' transactions	(181,422)	(235,027)	(181,422)	(235,027)
Unitholders' funds at the end of the year	6,107,793	6,116,353	5,377,352	5,188,508

This represents the share of fair value change of the cash flow hedges as a result of interest rate swaps entered into by subsidiaries and joint ventures (2022: subsidiaries and a joint venture). [1]

⁽²⁾ This represents the value of units issued and to be issued to the Manager as partial satisfaction of asset management fees incurred.

Statements of Movements in Unitholders' Funds

Year ended 31 December 2023

	Gr	oup	Tı	rust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Perpetual securities holders at the beginning of the year	348,040	348,047	348,040	348,047
Total return attributable to perpetual securities holders	13,975	13,975	13,975	13,975
Transactions with perpetual securities holders				
Issue expenses	_	(7)	_	(7)
Distribution to perpetual securities holders	(13,975)	(13,975)	(13,975)	(13,975)
Net decrease resulting from transactions with perpetual securities holders	(13,975)	(13,982)	(13,975)	(13,982)
Perpetual securities holders at the end of the year	348,040	348,040	348,040	348,040
Non-controlling interests at the beginning of the year	119,726	98,910	_	_
Total return attributable to non-controlling interests	10,937	20,816	_	_
Share of hedging reserve	(574)	_	_	_
Transactions with non-controlling interests Distribution to non-controlling interests	(2,022)	_	_	_
Net decrease resulting from transactions with non-controlling interests	(2,022)	_	_	_
Non-controlling interests at the end of the year	128,067	119,726	_	
·				

Group

Portfolio Statements

As at 31 December 2023

Description of Property	Tenure of Land	Term of Lease	Remaining Term of Lease	Location	Existing Use	Committed Occupancy Rate	ed Rate	Carı Va	Carrying Value	Percentage of Unitholders' funds	ge of ' funds
						2023	2022	2023	2022 \$'000	2023 %	2022
Investment properties in Singapore Suntec City Mall	Leasehold	99 years	65 years	3 Temasek Boulevard	Commercial	95.6	98.3	2,143,000	2,070,000	35.1	33.8
Suntec City Office Towers Suntec Singapore^	Leasehold Leasehold	99 years 99 years	65 years 65 years		Commercial Commercial	100 n/m	99.9 n/m	3,232,239 729,700	3,145,000 699,400	52.9 12.0	51.4 11.4
Investment properties in Australia 177 Pacific Highway	Freehold	I	I	177–199 Pacific Highway, North Sudney	Commercial	100	100	618,567	645,450	10.1	10.6
21 Harris Street	Freehold	I	I		Commercial	8.86	97.0	255,337 ^[1]	270,777 ^[1]	4.2	4.4
55 Currie Street Olderfleet, 477 Collins Street	Freehold Freehold	1 1	1 1		Commercial Commercial	56.2	100	115,712 404,586	130,540 433,321	1.9	2.1
Investment property in United Kingdom The Minster Building	Leasehold	999 years	966 years	21 Mincing Lane, EC3, London	Commercial	87.3	96.7	465,668 ^[2]	512,340 ^[2]	7.6	8.4
Investment properties, at valuation							'	7,964,809	7,906,828	130.4	129.2
Investment properties neta for sate Interests in joint ventures (Note 8)								2,829,479	3,424,076	46.3	56.0
Other assets and liabilities (net)								10,834,049 11,330,904 (4,250,149) (4,746,785	11,330,904 (4,746,785)	177.4 [69.6]	185.2 (77.6)
Net assets								6,583,900	6,584,119	107.8	107.6
Perpetual securities holders Non-controlling interests								(348,040) (128,067)	(348,040) (119,726)	[5.7] (2.1)	(5.7) (1.9)
Unitholders' funds							•	6,107,793	6,116,353	100.0	100.0

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denotes Suntec Singapore Convention and Exhibition Centre.

For 21 Harris Street, the fair value of the investment property including rental guarantee arrangements is \$255.3 million [2022; \$272.0 million].

The valuation reflects the price that would be received from the sale of the investment property where the Purchaser's cost (including stamp duty) is assumed to be 6.8%, in line with accounting standards. The valuation based on the price that would be received for the sale of the special purpose vehicle holding the investment property where the Purchaser's cost (excluding stamp duty) is assumed to be 1.8% is \$4.88,5 million [2022; \$537.4 million].

As at 31 December 2023, investment properties with a carrying value of \$39,761,000 relating to the proposed divestment of three strata units of Suntec City Office have been reclassified to investment properties held for sale (Note 6). <u>=</u>

Portfolio Statements

As at 31 December 2023

Trust

	Tenire	Torm of	Torm of		Evicting	Committed	had	Carrying	Vind	Derrentane	Jo of
Description of Property	Land	Lease	Lease	Location	Use	Occupancy Rate	'Rate	Val	Value	Unitholders' funds	funds
						2023	2022	2023 \$'000	2022 \$'000	2023 %	2022
Investment properties in Singapore											
Suntec City Mall	Leasehold	99 years	65 years	3 Temasek Boulevard Commercial	Commercial	92.6	98.3	2,143,000	2,070,000	39.9	39.9
Suntec City Office Towers	Leasehold	99 years	65 years	5–9 Temasek Boulevard Commercial	Commercial	100	6.66	3,232,239	3,145,000	60.1	9.09
Investment properties, at valuation	_						I	5,375,239	5,215,000	100.0	100.5
Investment properties held for sale	ď							39,761[1]	I	0.7	I
Interests in joint ventures (Note 8)								901,918	1,472,073	16.8	28.4
Interests in subsidiaries (Note 9)								2,601,034	2,326,684	7.87	44.8
							1	8,917,952	9,013,757	165.9	173.7
Other assets and liabilities (net)								(3,192,560)	(3,477,209)	[26.4]	(67.0)
Net assets							ı	5,725,392	5,536,548	106.5	106.7
Perpetual securities holders								(348,040)	(348,040)	[6.5]	[6.7]
Unitholders' funds							ı	5,377,352	5,188,508	100.0	100.0

As at 31 December 2023, investment properties with a carrying value of \$39,761,000 relating to the proposed divestment of three strata units of Suntec City Office have been reclassified to investment properties held for sale (Note 6).

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Portfolio Statements

As at 31 December 2023

Note:

million)

Suntec City Mall is one of Singapore's largest shopping mall and comprises approximately 820,000 sq ft of net lettable area

Suntec City Office Towers comprise 12 (2022: 12) strata lots in Suntec City Office Tower One, 1 (2022: 3) strata lot in Suntec City Office Tower Two, 74 (2022: 76) strata lots in Suntec City Office Tower Three and all (2022: all) the strata lots in Suntec City Office Towers Four and Five.

Suntec Singapore comprises more than one million square feet of versatile floor space over six levels which includes approximately 143,000 square feet of retail space.

177 Pacific Highway is a 31-storey commercial building located in North Sydney, Australia.

21 Harris Street is a 9-storey commercial office building located in Pyrmont, New South Wales, Australia.

55 Currie Street is a 12-storey commercial building located in Adelaide, Australia.

Olderfleet, 477 Collins Street is a 40-storey office building located in Melbourne, Australia.

The Minster Building is a 11-storey office building located in London, United Kingdom.

The carrying amounts of the investment properties as at 31 December 2023 were based on independent valuations undertaken by Cushman & Wakefield VHS Pte Ltd., Jones Lang LaSalle Advisory Services Pty Ltd, and Colliers International Property Consultants Limited. (2022: Colliers International Consultancy & Valuation (Singapore) Pte Ltd, Cushman & Wakefield (Valuations) Pty Ltd, CIVAS (VIC) Pty Limited, Jones Lang LaSalle Limited, and Savills (UK) Limited).

The independent valuers have appropriate professional qualifications and recent experience in the location and category of the properties being valued. The valuations were based on a combination of the discounted cash flow method, capitalisation approach and direct comparison method.

	Val	luation
Description of property	2023 \$'000	2022 \$'000
Suntec City Mall	2,143,000	2,070,000
Suntec City Office Towers	3,272,000	3,145,000
Suntec Singapore	729,700	699,400
177 Pacific Highway	618,567	645,450
21 Harris Street ⁽¹⁾	255,337	270,777
55 Currie Street	115,712	130,540
Olderfleet, 477 Collins Street	404,586	433,321
The Minster Building ⁽²⁾	465,668	512,340

For 21 Harris Street, the fair value of the investment property including rental guarantee arrangements is \$255.3 million (2022: \$272.0 million).
 The valuation reflects the price that would be received from the sale of the investment property where the Purchaser's cost (including stamp duty) is assumed to be 6.8%, in line with accounting standards. The valuation based on the price that would be received for the sale of the special purpose vehicle holding the investment property where the Purchaser's cost (excluding stamp duty) is assumed to be 1.8% is \$488.5 million (2022: \$537.4

Consolidated Statement of Cash Flows

Year ended 31 December 2023

		Gro	oup
	Note	2023 \$'000	2022 \$'000
Cash flows from operating activities			
Total return for the year before tax		204,291	513,868
Adjustments for:			
Net provision/(reversal) of impairment on trade receivables		286	(108)
Recovery of bad debt previously written off		_	(109)
Asset management fees paid/payable in Units		28,484	28,417
Depreciation of plant and equipment	5	621	680
Loss on disposal of plant and equipment		2	_
Net change in fair value of financial derivatives		46,220	(65,407)
Net change in fair value of investment properties	6	(109,859)	(159,120)
Net finance costs	24	153,578	112,236
Net gain from divestment of investment properties	6	(9,800)	_
Share of profit of joint ventures	8	(36,001)	(144,856)
Changes in:		277,822	285,601
— Trade and other receivables		(18,457)	(4,824)
— Trade and other payables		13,767	8,825
Cash generated from operations		273,132	289,602
Tax paid		(21,113)	(5,419)
Net cash from operating activities	_	252,019	284,183
Cash flows from investing activities			
Capital expenditure on investment properties		(9,848)	(13,899)
Deposit received from divestment of investment properties		508	_
Dividend income received		65,052	66,665
Additional investments in joint ventures		(4,730)	(11,213)
Loan to joint ventures		_	(332)
Loan repayment by joint venture		584,887	25,195
Net proceeds from divestment of investment properties		42,628	_
Interest received		21,116	48,549
Purchase of plant and equipment		(1,460)	(192)
Net cash from investing activities		698,153	114,773

Consolidated Statement of Cash Flows

Year ended 31 December 2023

		Gro	up
	Note	2023 \$'000	2022 \$'000
Cash flows from financing activities			
Distributions to Unitholders		(209,906)	(263,444)
Distributions to perpetual securities holders		(13,975)	(13,975)
Dividends paid to non-controlling interests		(2,022)	_
Financing costs paid		(171,233)	(133,062)
Repayment of medium-term notes		(280,000)	(100,000)
Payment of transaction costs on issuance of perpetual securities		_	(7)
Proceeds from interest-bearing loans		1,146,000	900,000
Repayment of interest-bearing loans		(1,469,849)	(773,104)
Net cash used in financing activities		(1,000,985)	(383,592)
Net (decrease)/increase in cash and cash equivalents	_	(50,813)	15,364
Cash and cash equivalents at beginning of the year		269,610	268,311
Effects of exchange rate fluctuations on cash held		(872)	(14,065)
Cash and cash equivalents at the end of the year	13	217,925	269,610

Significant non-cash transactions

The Group and the Trust had issued a total of 21,326,543 (2022: 22,948,339) Units to the Manager, amounting to approximately \$28.5 million (2022: \$35.4 million) at unit prices ranging from \$1.1855 to \$1.4234 (2022: \$1.4883 to \$1.7267) as satisfaction of asset management fees payable in Units.

GENERAL

Suntec Real Estate Investment Trust (the "Trust") is a Singapore-domiciled unit trust constituted pursuant to the trust deed dated 1 November 2004 (as amended by a first supplemental deed dated 25 January 2006, a second supplemental deed dated 20 April 2006, a third supplemental deed dated 30 July 2007, a fourth supplemental deed dated 11 October 2007, a fifth supplemental deed dated 29 September 2008, a sixth supplemental deed dated 14 April 2010, a first amending and restating deed dated 7 September 2010, a second amending and restating deed dated 14 April 2016, a ninth supplemental deed dated 21 May 2018, a tenth supplemental deed dated 23 July 2018, an eleventh supplemental deed dated 2 April 2020, amended and restated by a third amending and restating deed dated 8 December 2022, and a thirteenth supplemental deed dated 20 April 2023) (collectively the "Trust Deed") between ARA Trust Management (Suntec) Limited (the "Manager") and HSBC Institutional Trust Services (Singapore) Limited (the "Trustee"). The Trust Deed is governed by the laws of the Republic of Singapore. The Trustee is under a duty to take into custody and hold the assets of the Trust in trust for the holders ("Unitholders") of units in the Trust (the "Units").

The Trust was formally admitted to the Official List of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 9 December 2004 and was included in the Central Provident Fund Investment Scheme ("CPFIS") on 9 December 2004

The principal activity of the Trust and its subsidiaries is to invest in income producing real estate and real estate related assets, which are used or substantially used for commercial purposes, with the primary objective of achieving an attractive level of return from rental income and for long-term capital growth.

The financial statements of the Trust as at and for the year ended 31 December 2023 comprise the Trust and its subsidiaries (together referred to as the "Group" and individually as "Group entities") and the Group's interests in joint ventures.

The Group and the Trust have entered into several service agreements in relation to the Group and the Trust's property operations and management of the Trust. The fee structures of these services are as follows:

(i) **Property management fees**

APM Property Management Pte Ltd ("APM"), the property manager of Suntec City Office Towers is entitled to receive 3.0% per annum of gross revenue for provision of lease management services, marketing and marketing co-ordination services and property management services.

APM is also the property manager of Suntec City Mall and the property management fees are charged as follows:

- (a) 2.0% per annum of the gross revenue of Suntec City Mall;
- (b) 2.0% per annum of the net property income of Suntec City Mall; and
- (c) 0.5% per annum of the net property income of Suntec City Mall, in lieu of commissions.

Suntec Singapore International Convention and Exhibition Services Pte Ltd, the operator of Suntec Singapore Convention and Exhibition Centre, is entitled to receive 3.0% per annum of gross revenue for operations, sales and marketing services for conventions, exhibitions, meetings and events facilities.

1. GENERAL (continued)

(i) Property management fees (continued)

ESR Asset Management (Australia) Pty Limited (2022: APM Australia (ARA) Pty Ltd), the property manager of 55 Currie Street and 21 Harris Street is entitled to receive 1.5% per annum of gross income.

ESR Asset Management (Australia) Pty Limited (2022: APM Australia (ARA) Pty Ltd), the property manager of 177 Pacific Highway is entitled to receive 1.25% per annum of gross income.

Mirvac Real Estate Pty Limited, the property manager of Olderfleet, 477 Collins, is entitled to receive 1.5% per annum of gross rental income.

ARA Dunedin Asset Management LLP, the property manager of The Minster Building is entitled to receive 4.13% per annum of net rent.

The property management fees for the Singapore and Australia properties are payable monthly in arrears and the property management fees for The Minster Building are payable quarterly.

(ii) Asset management fees

Pursuant to the Trust Deed, asset management fees comprise the following:

- (a) a base fee not exceeding 0.3% per annum of the value of the Deposited Property (being all the assets of the Trust (including all its Authorised Investments) as defined in the Trust Deed) of the Trust or such higher percentage as may be approved by an extraordinary resolution of a meeting of Unitholders; and
- (b) an annual performance fee equal to a rate of 4.5% per annum of the Net Property Income (as defined in the Trust Deed) of the Trust and any Special Purpose Vehicles (as defined in the Trust Deed) for each financial year, or such lower percentage as may be determined by the Manager in its absolute discretion or such higher percentage as may be approved by an extraordinary resolution at a meeting of Unitholders.

Based on the current agreement between the Manager and the Trustee, the base fee is agreed to be 0.3% per annum of the value of the Deposited Property.

The asset management fees shall be paid in the form of Units and/or cash as the Manager may elect. The portion of the base fees payable in the form of Units is payable quarterly in arrears and the portion of the asset management fees payable in cash is payable monthly in arrears. The performance fee is paid annually in arrears, regardless of whether it is paid in form of cash and/or Units.

The Manager is also entitled to receive an acquisition fee at the rate of 1.0% of the acquisition price and a divestment fee of 0.5% of the sales price on all future acquisitions and disposals of properties.

GENERAL (continued)

(iiii) Trustee's fee

Pursuant to the Trust Deed, the Trustee's fee shall not exceed 0.25% per annum of the value of the Deposited Property (subject to a minimum sum of \$9,000 per month) or such higher percentage as may be approved by an extraordinary resolution of a meeting of Unitholders.

The Trustee's fee is payable out of the Deposited Property of the Trust on a monthly basis, in arrears. The Trustee is also entitled to reimbursement of all reasonable out-of-pocket expenses incurred in the performance of its duties under the Trust Deed.

2. **BASIS OF PREPARATION**

Statement of compliance 2.1

The financial statements have been prepared in accordance with the Statement of Recommended Accounting Practice ("RAP") 7 Reporting Framework for Investment Funds issued by the Institute of Singapore Chartered Accountants, and the applicable requirements of the Code on Collective Investment Schemes (the "CIS Code") issued by the Monetary Authority of Singapore ("MAS") and the provisions of the Trust Deed. RAP 7 requires the accounting policies to generally comply with the recognition and measurement principles of Singapore Financial Reporting Standards ("FRS").

2.2 **Basis of measurement**

The financial statements have been prepared on the historical cost basis except as otherwise disclosed in the notes below.

As at 31 December 2023, the current liabilities of the Group and the Trust exceeded their current assets by \$243.5 million and \$388.4 million, respectively. This is primarily due to the classification of the Trust's term loan of \$400.0 million as current liabilities as they are maturing in 2024. On 29 February 2024, the Trust has refinanced the \$400.0 million loan. The date of maturity of the new loan is 28 February 2029 (Note 39).

2.3 **Functional and presentation currency**

The financial statements are presented in Singapore dollars, which is the Trust's functional currency. All financial information presented in Singapore dollars have been rounded to the nearest thousand, unless otherwise stated.

2.4 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except that in the financial year, the Group has adopted all the new and revised standards that are effective for annual financial period beginning on 1 January 2023.

The adoption of these standards did not have any significant effect on the financial performance or position of the Group and the Trust.

BASIS OF PREPARATION (continued)

Standards issued but not yet effective

The Group has not adopted the following standards that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to FRS 1: Classification of Liabilities as Current or Non-Current	1 January 2024
Amendments to FRS 1: Non-Current Liabilities with Covenants	1 January 2024
Amendments to FRS 7 and FRS 107: Supplier Finance Arrangements	1 January 2024
Amendments to FRS 21: Lack of Exchangeability	1 January 2025

The Manager expects that the adoption of the standards above will have no material impact on the financial statements in the period of the initial application.

SUMMARY OF MATERIAL ACCOUNTING POLICIES 3.

Basis of consolidation 3.1

Business combinations

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.1 **Basis of consolidation (continued)**

Transactions eliminated on consolidation [c]

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with the equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(d) Subsidiaries and joint ventures in the separate financial statements

Investments in subsidiaries and joint ventures are stated in the Trust's statement of financial position at cost less accumulated impairment losses.

3.2 **Joint ventures**

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group's investments in joint ventures are accounted for using the equity method.

Under the equity method, the investment in joint venture is initially recognised at cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investees after adjustments to align the accounting policies with those of the Group, from the date that joint control commences until the date that joint control ceases.

When the Group's share of losses exceeds its investment in an equity-accounted investee, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operations or has made payments on behalf of the investee.

Joint operations

A joint operation is an arrangement in which the Group has joint control whereby the Group has rights to the assets, obligations for the liabilities, relating to the arrangement. The Group accounts for each of its assets, liabilities and transactions, including its share of those held or incurred jointly, in relation to the joint operation.

As at 31 December 2023, the Group is a 50% (31 December 2022: 50%) partner with Mirvac Commercial Sub SPV Ltd in 477 Collins Street Joint Venture (the "477 Collins Street Joint Venture"), whose principal activity is that of a property investment and the place of business is Australia. The Group has classified the 477 Collins Street Joint Venture as a joint operation as the joint venture partners control the 477 Collins Street Joint Venture collectively, and the 477 Collins Street Joint Venture is not structured through a separate legal vehicle.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.4 Foreign currency

(a) Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognised in statement of total return. However, foreign currency differences arising from the translation of an investment in equity securities designated as at fair value through other comprehensive income are recognised in Unitholders' funds.

(b) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Singapore dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates at the dates of the transactions.

Foreign currency differences are recognised and presented in the foreign currency translation reserve (translation reserve) in Unitholders' funds. However, if the foreign operation is disposed of such that control, or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to statement of total return as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of its investment in a joint venture that includes a foreign operation while retaining joint control, the relevant proportion of the cumulative amount is reclassified to total return.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised and presented in the translation reserve in Unitholders' funds.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.5 Plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, as follows:

Furniture & fittings — 5 years
Equipment — 3–5 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the statement of total return when the asset is derecognised.

3.6 Investment properties

Investment properties are properties held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the statement of total return in the period in which they arise, including the corresponding tax effect.

Fair value is determined in accordance with the Trust Deed, which requires the investment properties to be valued by independent registered valuers in such manner and frequency required under the Property Funds Appendix of the CIS Code issued by the MAS (being (i) at least once a financial year and (ii) in the event that the manager proposes to issue new Units or redeem existing Units and the valuation was conducted more than six months ago and the market conditions indicate that the real estate values have changed materially).

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Any gain or loss on disposal of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in the statement of total return.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.7 Investment properties held for sale

The Group classifies investment properties as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. These investment properties are measured at fair value and any increase or decrease on fair valuation is credited or charged directly to the statement of total return as a net change in fair value of investment properties. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

3.8 Leases

Lessee

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

(a) Right-of-use asset

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.8 Leases (continued)

As a lessee (continued)

(b) Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.

The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in total return if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.8 Leases (continued)

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the

If an arrangement contains lease and non-lease components, then the Group applies FRS 115 to allocate the consideration in the contract. The Group recognises lease payments received from investment property under operating leases as income on a straight-line basis over the lease term as part of 'revenue'.

3.9 Financial instruments

(a) Non-derivative financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when the Group becomes a party to the contractual provisions of the instruments. At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of total return. Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL").

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in the statement of total return when the assets are derecognised or impaired, and through the amortisation process.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.9 Financial instruments (continued)

(a) Non-derivative financial assets (continued)

Subsequent measurement (continued)

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in Unitholders' funds which will not be reclassified subsequently to the statement of total return.

Dividends from such investments are to be recognised in the statement of total return when the Group's right to receive payments is established. For investments in equity instruments which the Company has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in the statement of total return.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired or when the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in Unitholders' funds is recognised in the statement of total return.

(b) Non-derivative financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at FVTPL, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVTPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the statement of total return when the liabilities are derecognised, and through the amortisation process.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.9 Financial instruments (continued)

(b) Non-derivative financial liabilities (continued)

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of total return.

Interest rate benchmark reform

When the basis for determining the contractual cash flows of a financial asset or financial liability measured at amortised cost changes as a result of interest rate benchmark reform, the Group updates the effective interest rate of the financial asset or financial liability to reflect the change that is required by the reform. No immediate gain or loss is recognised.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if the following conditions are met:

- the change is necessary as a direct consequence of the reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis — i.e. the basis immediately before the change.

When changes were made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, the Group first updates the effective interest rate of the financial asset or financial liability to reflect the change that is required by interest rate benchmark reform. After that, the Group applies the policies on accounting for modifications to the additional changes.

SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.10 Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.11 Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value and any directly attributable transaction costs are recognised in the statement of total return as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the statement of total return.

The Group designates certain derivatives and non-derivative financial instruments as hedging instruments in qualifying hedging relationships. At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in interest rates.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in the hedging reserve in Unitholders' funds. The effective portion of changes in the fair value of the derivative that is recognised in the hedging reserve in Unitholders' funds is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the statement of total return.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the hedging reserve remains in Unitholders' funds until it is reclassified to the statement of total return in the same period or periods as the hedged expected future cash flows affect total return.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve are immediately reclassified to the statement of total return.

SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.12 Other non-trading derivatives

When a derivative financial instrument is not designated in a hedge relationship that qualifies for hedge accounting, all changes in its fair value are recognised immediately in the statement of total return.

3.13 Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are held for the purpose of meeting short-term cash commitments and are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

3.14 Rental guarantee receivables

This represents the rental guarantee receivables under rental guarantee arrangements with the sellers of certain properties. The rental guarantee arrangement is measured at fair value on initial recognition with reference to the fair value of the rental guarantee provided. Subsequent to initial recognition it is measured at fair value at each reporting date. Any changes in amounts recognised are recognised in the statement of total return.

3.15 Impairment

Non-derivative financial assets (a)

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss.

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.15 Impairment (continued)

(a) Non-derivative financial assets (continued)

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

The Group applies the general approach to provide for ECLs on all other financial instruments. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.15 Impairment (continued)

(a) Non-derivative financial assets (continued)

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due; or
- it is probable that the debtor will enter bankruptcy or other financial reorganisation.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of these assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

The carrying amounts of the Group's non-financial assets, other than investment properties and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit ("CGU") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.15 Impairment (continued)

(a) Non-derivative financial assets (continued)

Write-off (continued)

Impairment losses are recognised in the statement of total return. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

Impairment losses recognised in prior periods in respect of assets other than goodwill are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.16 Unitholders' funds

Unitholders' funds are classified as equity.

Issue costs relate to expenses incurred in connection with the issue of units. The expenses are deducted directly against Unitholders' funds.

3.17 Perpetual securities

The perpetual securities do not have a maturity date and distribution payment is optional at the discretion of the Trust. As the Trust does not have a contractual obligation to repay the principal nor make any distributions, the perpetual securities are classified as equity.

Any distributions made are directly debited from equity. Incremental costs directly attributable to the issue of the perpetual securities are deducted against the proceeds from the issue.

3.18 Revenue recognition

(i) Rental income from operating leases

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(ii) Dividend income

Dividend income is recognised in the statement of total return on the date that the right to receive payment is established.

SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.19 Property expenses

Property expenses consist of advertising and promotion expenses, property tax, property management fees (using the applicable formula stipulated in Note 1(i)), maintenance charges and other property outgoings in relation to investment properties where such expenses are the responsibility of the Group.

3.20 Asset management fees

Asset management fees are recognised on an accrual basis using the applicable formula stipulated in Note 1(ii).

3.21 Trustee's fees

Trustee's fee is recognised on an accrual basis using the applicable formula stipulated in Note 1(iii).

3.22 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

3.23 Finance income and finance costs

Finance income comprises interest income on funds invested and net foreign exchange gains that are recognised in the statement of total return.

Finance costs comprise interest expense on borrowings, amortisation of transaction costs incurred on borrowings and net foreign exchange losses that are recognised in the statement of total return.

Foreign exchange gains and losses are reported on a net basis as either finance income or finance cost depending on whether the foreign exchange movements are in a net gain or net loss position.

Interest income or expense is recognised using the effective interest method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.24 Taxation

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in the statement of total return except to the extent that it relates to items recognised directly in Unitholders' funds.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries to the extent that the Group is able to
 control the timing of the reversal of the temporary difference and it is probable that they will not
 reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax periods based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

3.24 Taxation (continued)

The Inland Revenue Authority of Singapore ("IRAS") has issued a tax ruling on the taxation of the Trust for income earned and expenditure incurred after its listing on the SGX-ST. Subject to meeting the terms and conditions of the tax ruling which includes a distribution of at least 90% of the taxable income of the Trust, the Trustee will not be taxed on the portion of taxable income of the Trust that is distributed to Unitholders. Any portion of the taxable income that is not distributed to Unitholders will be taxed on the Trustee. In the event that there are subsequent adjustments to the taxable income when the actual taxable income of the Trust is finally agreed with the IRAS, such adjustments are taken up as an adjustment to the taxable income for the next distribution following the agreement with the IRAS.

Although the Trust is not taxed on its taxable income distributed, the Trustee and the Manager are required to deduct income tax from distributions of such taxable income of the Trust (i.e. which has not been taxed in the hands of the Trustee) to certain Unitholders. However, the Trustee and the Manager will not deduct tax from distributions made out of the Trust's taxable income to the extent that the beneficial Unitholder is:

- An individual (excluding a partnership in Singapore);
- A tax resident Singapore-incorporated company;
- A body of persons registered or constituted in Singapore (e.g. a town council, a statutory board, a registered charity, a registered cooperative society, a registered trade union, a management corporation, a club or a trade and industry association);
- A Singapore branch of a foreign company which has been presented a letter of approval from the Comptroller of Income Tax granting waiver from tax deducted at source in respect of distributions from the Trust;
- An agent bank acting as a nominee for individuals who have purchased Units within the CPFIS and the distributions received from the Trust are returned to CPFIS; or
- An international organisation that is exempt from tax on such distributions by reason of an order made under the International Organisations (Immunities and Privileges) Act (Cap. 145).

The above tax transparency ruling does not apply to gains from sale of properties. Where the gains are trading gains, the Trustee will be assessed for tax. Where the gains are capital gains, the Trustee will not be assessed for tax and may distribute the capital gains without tax being deducted at source.

3.25 Earnings per Unit

The Group presents basic and diluted earnings per unit ("EPU") data for its Units. Basic EPU is calculated by dividing the total return for the period after tax by the weighted average number of Units outstanding during the year. Diluted EPU is determined by adjusting the total return for the period after tax and the weighted average number of Units outstanding for the effects of all dilutive potential Units.

3.26 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Chief Executive Officer (the chief operating decision maker), to make decisions about resources to be allocated to the segment and to assess the segment's performance, and for which discrete financial information is available.

SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Use of estimates and judgements

The preparation of financial statements in conformity with RAP 7 requires the Manager to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, expenses and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements and information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year are included in the following notes:

- Note 6 Valuation of investment properties
- Note 11 Valuation of financial instruments

PLANT AND EQUIPMENT

	Furniture and		
	fittings	Equipment	Total
	\$'000	\$'000	\$'000
Group			
Cost			
At 1 January 2022	6,378	3,590	9,968
Additions	4	188	192
At 31 December 2022	6,382	3,778	10,160
Additions	453	1,007	1,460
Disposals	(568)	(89)	(657)
Translation		2	2
At 31 December 2023	6,267	4,698	10,965
Accumulated depreciation			
At 1 January 2022	5,821	2,801	8,622
Depreciation charge for the year	297	383	680
At 31 December 2022	6,118	3,184	9,302
Depreciation charge for the year	232	389	621
Disposals	(566)	(89)	(655)
At 31 December 2023	5,784	3,484	9,268
Carrying amounts			
At 31 December 2022	264	594	858
At 31 December 2023	483	1,214	1,697

5. PLANT AND EQUIPMENT (continued)

	Equipment \$'000
Trust	
Cost	
At 1 January 2022	2,394
Additions	83
At 31 December 2022	2,477
Additions	738
At 31 December 2023	3,215
Accumulated depreciation	
At 1 January 2022	1,797
Depreciation charge for the year	272
At 31 December 2022	2,069
Depreciation charge for the year	219
At 31 December 2023	2,288
Carrying amounts	
At 31 December 2022	408
At 31 December 2023	927

INVESTMENT PROPERTIES

	Group		Tr	Trust	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000	
At 1 January	7,906,828	7,913,100	5,215,000	4,997,000	
Capital expenditure	9,848	13,899	3,003	733	
Capitalisation of straight-line rental income	3,625	6,101	_	_	
Tenant incentives	4,120	2,735	_	_	
Divestments	(32,734)	_	(32,734)	_	
Reclassification to investment properties held					
for sale	(39,761)	_	(39,761)	_	
_	7,851,926	7,935,835	5,145,508	4,997,733	
Changes in fair value	109,859	159,120	229,731	217,267	
Effects of movements in exchange rates	3,024	(188,127)	_	_	
At 31 December	7,964,809	7,906,828	5,375,239	5,215,000	

The carrying amounts of the investment properties as at 31 December 23 were based on independent valuations undertaken by Cushman & Wakefield VHS Pte Ltd, Jones Lang LaSalle Advisory Services Pty Ltd, and Colliers International Property Consultants Limited. (2022: Colliers International Consultancy & Valuation (Singapore) Pte Ltd, Cushman & Wakefield (Valuations) Pty Ltd, CIVAS (VIC) Pty Limited, Jones Lang LaSalle Limited, and Savills (UK) Limited).

As at 31 December 2023, Suntec REIT had completed the divestment of four strata units in Suntec City Office and granted Options to Purchase for another three strata units in Suntec City Office to unrelated third parties. The carrying value of these three strata units have been reclassified to investment properties held for sale.

Security

The investment properties, Suntec City Mall, Suntec Singapore, 177 Pacific Highway, 55 Currie Street and 21 Harris Street (2022: Suntec City Mall, Suntec Singapore, 177 Pacific Highway, 55 Currie Street and 21 Harris Street), with a total carrying value of \$3,862.3 million (2022: \$3,816.2 million), have been mortgaged as security for credit facilities (Note 14).

RENTAL GUARANTEE RECEIVABLES

	Gro	up
	2023 \$'000	2022 \$'000
Current	_	865
Non-current	_	314
	<u> </u>	1,179

Rental quarantee receivables as at 31 December 2022 relates to the rental quarantee receivables under rental quarantee arrangements with the sellers of 21 Harris Street. Pursuant to the terms of the rental guarantee arrangements, the seller will provide a rental guarantee on minimum tenancy levels for a period of 2 to 5 years. This rental guarantee arrangement has expired in 2023.

INTERESTS IN JOINT VENTURES

	Gı	roup	Trust		
	2023	2022	2023	2022	
	\$'000	\$'000	\$'000	\$'000	
Investment in joint ventures	2,255,291	2,281,581	850,574	850,574	
Loans to joint ventures	574,188	1,142,495	51,344	621,499	
	2,829,479	3,424,076	901,918	1,472,073	

Included in the Group's loans to joint ventures as at 31 December 2023 are amounts of \$310.0 million (2022: \$885.8 million) which bear interest ranging from 5.00% to 6.33% (2022: 2.64% to 5.70%) per annum. The remaining balances are interest-free.

The Trust's loans to joint ventures bear interest between 5.80% to 6.33% [2022: 2.64% to 5.70%] per annum.

In 2023, a joint venture of the Trust had replaced its loan from shareholders with an external bank loan and repaid \$570.2 million of loan to the Trust.

The loans to joint ventures have no fixed terms of repayment. The loans to joint ventures represent the Group's and the Trust's net investments in the joint ventures and the settlement of these loans is neither planned nor likely to occur in the foreseeable future. Accordingly, the loans are classified as non-current.

INTERESTS IN JOINT VENTURES (continued)

Details of the material joint ventures are as follows:

Name of joint ventures	Country of incorporation	Effective interests held by the Group		
		2023 %	2022 %	
One Raffles Quay Pte. Ltd. ("ORQPL") [1] BFC Development LLP ("BFCDLLP") [1]	Singapore	33.33	33.33	
	Singapore	33.33	33.33	
Southgate Trust ("SGT") [2] Nova Limited Partnership ("NLP") [2] Nova Residential Limited Partnership [2]	Australia	50.0	50.0	
	United Kingdom	50.0	50.0	
	United Kingdom	50.0	50.0	

One Raffles Quay Pte. Ltd. owns One Raffles Quay, Singapore.

BFC Development LLP owns Marina Bay Financial Centre Towers 1 and 2 and the Marina Bay Link Mall, Singapore.

Suntec REIT (Australia) Trust owns 50% interest in Southgate Trust which in turn, owns 100% in Southgate Complex, Melbourne, Australia.

Nova Limited Partnership owns the properties, Nova North, Nova South, and commercial units in The Nova Building, United Kingdom.

Nova Residential Limited Partnership holds the residential ground lease in The Nova Building, United Kingdom.

Audited by Ernst & Young LLP Singapore.
Audited by a member of Ernst & Young Global Limited.

INTERESTS IN JOINT VENTURES (continued)

The following summarises the financial information of the Group's material joint ventures based on their financial statements prepared in accordance with FRS, modified for fair value adjustments on acquisition and differences in the Group's accounting policies.

				Immaterial joint			
	ORQPL \$'000	BFCDLLP \$'000	SGT \$'000	NLP \$'000	ventures \$'000	Total \$'000	
2023							
Revenue	175,377	229,817	50,956	66,429			
Expenses	(97,446)	(130,617)	(43,500)	(38,168)			
Net change in fair value of							
investment properties	(37,000)	152,000	(29,069)	(129,134)			
Total return for the year ^(a)	40,931	251,200	(21,613)	(100,873)			
(a) Includes:							
Depreciation	(50)	(46)	_	_			
Interest income	567	529	67	_			
Interest expense	(38,898)	(72,694)	(19,235)	(26,557)			
Tax expense	(16,009)	_	_	_			
Non-current assets	1,718,197	5,457,034	668,620	1,242,465			
Current assets ^(b)	1,518,652	43,480	14,749	113,442			
Current liabilities ^[c]	(58,122)	(66,416)	(381,063)	(10,141)			
Non-current liabilities (d)	(1,045,384)	(1,717,124)	_	(1,043,134)			
Net assets	2,133,343	3,716,974	302,306	302,632			
(b) Includes cash and cash							
equivalents	16,031	38,720	12,208	18,220			
(c) Includes current financial	,,,,,,	,	,				
liabilities (excluding trade and							
other payables and provisions)	2,938	17,835	367,935	_			
(d) Includes non-current financial							
liabilities (excluding trade and							
other payables and provisions)	1,039,176	1,717,124	_	1,043,134			
Group's interest in net assets of							
joint ventures at the beginning							
of the year	726,990	1,192,784	163,189	195,458	3,160	2,281,581	
Share of total return	13,644	83,734	(10,807)	(50,436)	(134)	36,001	
Distributions for the year	(25,981)	(33,027)	(4,524)	_	_	(63,532)	
(Loss)/Gain recognised directly in	()	(, ===)	(()	(- ()	
Unitholders' funds	(3,539)	(4,500)	(1,435)	6,294	(309)	(3,489)	
Additional investment during the year	_	_	4,730	_	_	4,730	
·			4,750			4,730	
Carrying amount of interest in joint ventures at the end of							
the year	711,114	1,238,991	151,153	151,316	2,717	2,255,291	
tile year	/ 11,114	1,200,771	101,100	101,010	۷,/۱/	۷,۷۵۵,۷/۱	

INTERESTS IN JOINT VENTURES (continued)

				Immaterial joint			
	ORQPL \$'000	BFCDLLP \$'000	SGT \$'000	NLP \$'000	ventures \$'000	Total \$'000	
2022							
Revenue	164,390	217,493	56,632	63,993			
Expenses	(87,564)	(124,943)	(33,977)	(41,477)			
Net change in fair value of	07.000	050 400	((0,00/)	(50.770)			
investment properties	94,000	253,100	(48,924)	(52,772)			
Total return for the year ^(a)	170,826	345,650	(26,269)	(30,256)			
(a) Includes:							
Depreciation	(28)	(38)	_	_			
Interest income	138	288	6	_			
Interest expense	(26,406)	(66,762)	(10,563)	(29,319)			
Tax expense	(15,668)	_	_	_			
Non-current assets	1,754,279	5,301,579	687,520	1,330,207			
Current assets ^(b)	1,517,854	30,979	18,861	128,026			
Current liabilities ^[c]	(57,219)	(43,738)	(380,006)	(22,421)			
Non-current liabilities ^(d)	(1,033,945)	(1,710,467)	_	(1,044,896)			
Net assets	2,180,969	3,578,353	326,375	390,916	•		
(b) Includes cash and cash							
equivalents	14,094	25,397	11,073	30,496			
lncludes current financial	14,074	20,077	11,070	00,470			
liabilities (excluding trade and							
other payables and provisions)	2,900	1,759	367,255	_			
(d) Includes non-current financial	•	•	•				
liabilities (excluding trade and							
other payables and provisions)	1,027,659	1,710,467	_	1,041,993			
Group's interest in net assets of							
joint ventures at the beginning							
of the year	687,399	1,107,396	201,351	217,910	11	2,214,067	
Share of total return	56,942	115,217	(13,135)	(15,128)	960	144,856	
Distributions for the year	(25,607)	(29,829)	(10,797)	_	_	(66,233)	
Gain/(Loss) recognised directly in							
Unitholders' funds	8,256	_	(14,230)	(22,308)	_	(28,282)	
Additional investment during the year	_	_	_	14,984	2,189	17,173	
•				14,704	۷,107	17,173	
Carrying amount of interest in joint ventures at the end of							
the year	726,990	1,192,784	163,189	195,458	3,160	2,281,581	
uie yeai	120,170	1,172,704	100,107	173,430	٥,١٥٥	۷,۷01,301	

INTERESTS IN SUBSIDIARIES

	Trust		
	2023 \$'000	2022 \$'000	
Equity investment at cost Loans to subsidiaries	1,127,663 1,473,371	1,106,193 1,220,491	
	2,601,034	2,326,684	

The loans are unsecured and interest-free. The loans to subsidiaries represent the Group's and the Trust's net investments in the subsidiaries and are not due within 12 months of the reporting date.

Accordingly, the loans are classified as non-current.

Details of the subsidiaries are as follows:

Name of subsidiaries	Country of incorporation	Effective held by th	
		2023 %	2022 %
Held by the Trust			
Comina Investment Limited. [2]	British Virgin Islands	100	100
Suntec Harmony Pte. Ltd. [1]	Singapore	100	100
Suntec REIT MTN Pte. Ltd. [1]	Singapore	100	100
Suntec REIT Capital Pte. Ltd. [1]	Singapore	100	100
Suntec REIT (Australia) Trust (2)	Australia	100	100
Suntec (PM) Pte. Ltd. [1]	Singapore	100	100
Suntec REIT UK1 Pte. Ltd. [1]	Singapore	100	100
Suntec REIT UK (LP) Pte. Ltd. (1)	Singapore	100	100
Suntec REIT UK (GP) Pte. Ltd. [1]	Singapore	100	100
<u>Held through subsidiaries</u>			
Held by Suntec Harmony Pte. Ltd. Harmony Partners Investments Limited [2]	British Virgin Islands	57.8	57.8
Held by Harmony Partners Investments Limited Harmony Investors Group Limited (2)	British Virgin Islands	66.3	66.3

INTERESTS IN SUBSIDIARIES (continued)

Name of subsidiaries	Country of incorporation		interests he Group
		2023 %	2022 %
Held by Harmony Investors Group Limited Harmony Investors Holding Limited ^[2]	British Virgin Islands	66.3	66.3
Held by Harmony Investors Holding Limited Harmony Convention Holding Pte Ltd [1]	Singapore	66.3	66.3
Held by Suntec REIT (Australia) Trust Suntec REIT 177 Trust (3)	Australia	100	100
Suntec REIT 477 Trust (3)	Australia	100	100
Suntec REIT 55 Trust ⁽³⁾	Australia	100	100
Suntec REIT 21 Trust ⁽³⁾	Australia	100	100
Held by Suntec REIT 477 Trust Suntec REIT 477 Sub-Trust (3)	Australia	100	100
Held by the Trust and Suntec REIT UK1 Pte. Ltd. Victoria Circle Unit Trust 1 $^{[2]}$	Jersey	100	100
Victoria Circle Unit Trust 2 [2]	Jersey	100	100
Held by Suntec REIT UK (LP) Pte. Ltd. and Suntec REIT UK (GP) Pte. Ltd. Suntec UK Limited Partnership (2)	Singapore	100	100
Held by Suntec UK Limited Partnership Suntec REIT Jersey Holdings Limited [3]	Jersey	100	100
Held by Suntec REIT Jersey Holdings Limited Suntec REIT Jersey 1 Limited [3]	Jersey	100	100
Suntec REIT Jersey 2 Limited (3)	Jersey	100	100
Held by Suntec REIT Jersey 1 Limited and Suntec REIT Jersey 2 Limited 3 Minster Court Unit Trust (3)	Jersey	100	100

Audited by Ernst & Young LLP, Singapore (2022: KPMG LLP Singapore)
Not required to be audited under the laws of the country in which it is incorporated.
Audited by member firms of EY Global in the respective countries (2022: KPMG International).

INTERESTS IN SUBSIDIARIES (continued)

Harmony Convention Holding Pte Ltd owns Suntec Singapore, Singapore.

Suntec REIT 177 Trust owns 177-199 Pacific Highway, North Sydney.

Suntec REIT 477 Trust and Suntec REIT 477 Sub-Trust owns 50% interest in Olderfleet, 477 Collins Street, Melbourne.

Suntec REIT 55 Trust owns 55 Currie Street, Adelaide.

Suntec REIT 21 Trust owns 21 Harris Street, Pyrmont, New South Wales.

Victoria Circle Unit Trust 1 and Victoria Circle Unit Trust 2 (collectively known as "VCUTs") indirectly own 50% interest in Nova North, Nova South and The Nova Building (collectively known as "Nova Properties") through the 50% ownership interest in Nova Limited Partnership and Nova Residential Limited Partnership.

3 Minster Court Unit Trust owns The Minster Building, London.

The Trust's interests in Suntec REIT 177 Trust, Suntec REIT 55 Trust, Suntec REIT 21 Trust and the VCUTs, have been mortgaged as security for credit facilities (Note 14).

10. **LONG TERM INVESTMENT**

	Group		Trust	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Non-current investments Equity investments — at FVOCI	_	_	637	637

Equity investments designated at FVOCI

These equity investments relate to the Trust's 0.1% (2022: 0.1%) direct interest in Victoria Circle Unit Trust 1 and Victoria Circle Unit Trust 2. These equity investments represent investments that the Trust intends to hold for the long-term for strategic purposes and are designated at FVOCI.

FINANCIAL DERIVATIVES

	Group		Tru	ıst
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Derivative assets				
— Interest rate swaps	35,466	82,743	6,909	24,886
 Forward exchange contracts 	160	1,703	160	1,703
	35,626	84,446	7,069	26,589
Classified as:				
Current	11,239	2,804	412	2,804
Non-current	24,387	81,642	6,657	23,785
	35,626	84,446	7,069	26,589
Derivative liabilities				
— Interest rate swaps	14,630	3,173	12,926	3,173
 Forward exchange contracts 	192	45	192	45
	14,822	3,218	13,118	3,218
Classified as:				
Current	192	36	192	36
Non-current	14,630	3,182	12,926	3,182
	14,822	3,218	13,118	3,218

Interest rate swaps

The Group and the Trust use interest rate swaps to manage its exposure to interest rate movements on its floating rate interest-bearing term loans by swapping the interest expense on a proportion of these term loans from floating rates to fixed rates. Certain of the Group's interest rate swaps were designated as cash flow hedges to hedge against the Group's interest rate risk arising from variable rate loans and borrowings.

Interest rate swaps of the Group and the Trust with a total notional amount of \$2,094.9 million (2022: \$2,409.6 million) and \$1,255.0 million (2022: \$1,330.0 million) respectively, have been entered into at the reporting date to provide fixed rate funding for 3 to 6 years (2022: 3 to 6 years) at an average interest rate of 0.33% to 3.40% (2022: 0.33% to 3.40%) per annum.

Forward foreign exchange contracts

The Group manages its exposure to foreign currency movements on its net income denominated in Australian Dollar and Pound Sterling from its investment in Australia and United Kingdom by using forward exchange contracts.

Forward exchange contracts with aggregate notional amounts of \$26.6 million (2022: \$68.5 million), have been entered into to hedge the currency risk of Australian Dollar and Pound Sterling.

11. FINANCIAL DERIVATIVES (continued)

Offsetting financial assets and financial liabilities

The Group enters into derivative transactions under International Swaps and Derivatives Association ("ISDA") master netting agreements. In general, under such agreements, the amounts owed by each counterparty on a single day in respect of all transactions outstanding in the same currency are aggregated into a single net amount that is payable by one party to the other. In certain circumstances, for example, when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is due or payable in settlement of all transactions.

The above ISDA agreements do not meet the criteria for offsetting in the statement of financial position. This is because they create a right of set-off of recognised amounts that is enforceable only following an event of default, insolvency or bankruptcy of the Group or the counterparties. In addition, the Group and its counterparties do not intend to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

As at 31 December 2023 and 31 December 2022, the Group's derivative financial assets and liabilities do not have any amounts that are eligible for offsetting under the enforceable master netting arrangement.

12. TRADE AND OTHER RECEIVABLES

	Group		Trust	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Current				
Trade receivables	29,052	15,505	660	2,410
Impairment losses	(1,026)	(880)	(201)	(449)
Net receivables	28,026	14,625	459	1,961
Deposits	36	26	_	_
Amounts due from subsidiaries				
— Non-trade	_	_	18,479	6,709
Amount due from joint venture				
— Non-trade	1,419	2,976	_	_
Other receivables	5,368	3,147	154	154
Prepayments	5,082	3,594	760	648
	39,931	24,368	19,852	9,472

The trade receivables in respect of Suntec City Mall and Suntec Singapore (2022: Suntec City Mall and Suntec Singapore) amounting to \$25.5 million (2022: \$8.6 million) are charged or assigned by way of security for credit facilities granted to the Trust and certain subsidiaries (Note 14).

The non-trade amounts due from the subsidiaries are unsecured, interest-free and repayable on demand.

The exposure of the Group and the Trust to currency risk, credit risk and impairment losses related to trade receivables is disclosed in Note 32.

CASH AND CASH EQUIVALENTS

	Gre	oup	Trust		
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000	
Cash at bank and in hand Fixed deposits	172,925 45.000	269,610	89,077	144,404	
Cash and cash equivalents	217,925	269,610	89,077	144,404	

Certain cash and cash equivalents in respect of Suntec City Mall, Suntec Singapore, 177 Pacific Highway, 55 Currie Street, 21 Harris Street, the VCUTs and a subsidiary (2022 Suntec City Mall, Suntec Singapore, 177 Pacific Highway, 55 Currie Street, 21 Harris Street, the VCUTs and a subsidiary) amounting to \$87.2 million (2022: \$86.0 million) are charged or assigned by way of security for credit facilities granted to the Trust and certain subsidiaries (Note 14).

The exposure of the Group and the Trust to interest rate and currency risks related to financial assets is disclosed in Note 32.

INTEREST-BEARING BORROWINGS 14.

	Gi	Group		
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Term loans				
— secured	1,472,144	1,988,574	537,110	893,240
— unsecured	2,788,206	2,854,905	2,571,091	2,572,368
	4,260,350	4,843,479	3,108,201	3,465,608
Classified as:				_
Current	399,853	645,577	399,853	279,913
Non-current	3,860,497	4,197,902	2,708,348	3,185,695
	4,260,350	4,843,479	3,108,201	3,465,608

The exposure of the Group and the Trust to liquidity and interest rate risks related to interest-bearing borrowings is disclosed in Note 32.

INTEREST-BEARING BORROWINGS (continued)

Terms and debt repayment schedule

Terms and conditions of outstanding interest-bearing borrowings are as follows:

	Weighte averag				2023	2022	
	Currency	nominal interest rate	Year of maturity	Face value	Carrying amount	Face value	Carrying amount
		%		\$'000	\$'000	\$'000	\$'000
Group							
			2024-2029				
Floating rate		4.89%	(2022: 2023-				
term loans	SGD	(2022: 4.05%)	2029)	2,986,000	2,973,276	3,066,000	3,052,690
			2025-2026				
Floating rate		5.80%	(2022: 2025-				
term loans	AUD	(2022: 4.56%)	2026)	404,586	403,577	407,939	406,313
			2025-2026				
Floating rate		7.21%	(2022: 2025-				
term loans	GBP	(2022: 5.30%)	2026)	386,796	384,378	611,288	605,894
			2025-2027				
Fixed rate		2.89%	(2022: 2023-				
term loans	SGD	(2022: 3.00%)	2027)	500,000	499,119	780,000	778,582
				4,277,382	4,260,350	4,865,227	4,843,479
Trust							
			2024-2029				
Floating rate		4.89%	(2022: 2024-				
term loans	SGD	(2022: 4.34%)	2029)	2,620,000	2,609,082	2,700,000	2,687,026
			2025-2027				
Fixed rate		2.89%	(2022: 2023-				
term loans	SGD	(2022: 3.00%)	2027)	500,000	499,119	780,000	778,582
				3,120,000	3,108,201	3,480,000	3,465,608

INTEREST-BEARING BORROWINGS (continued)

Secured loans

As at 31 December 2023, the Group has in place the following loan facilities:

- \$388.0 million (2022: \$406.0 million) secured term loan facility and revolving credit facility;
- \$540.0 million (2022: \$900.0 million) secured syndicated term loan facility;
- A\$450.0 million (2022: A\$450.0 million) secured term green loan facility; and
- GBP100.0 million (2022: GBP200.0 million) secured syndicated term loan facility.

As at 31 December 2023, the Group has drawn down \$1,478.8 million (2022: \$2,000.0 million) of the secured

The facilities are secured on the following:

- A first legal mortgage on Suntec City Mall, Suntec Singapore, 177 Pacific Highway, 55 Currie Street and 21 Harris Street (Note 6) (2022: Suntec City Mall, Suntec Singapore, 177 Pacific Highway, 55 Currie Street and 21 Harris Streetl:
- A first fixed charge over the central rental collection account in relation to the Suntec Singapore and Suntec City Mall (Note 13) (2022: Suntec Singapore and Suntec City Mall);
- A first registered general security over the rental collection accounts in relation to the 177 Pacific Highway, 55 Currie Street and 21 Harris Street (Note 13) (2022: 177 Pacific Highway, 55 Currie Street and 21 Harris
- An assignment of the rights, title and interest in the key documents and the proceeds in connection with the Suntec Singapore and Suntec City Mall (Note 12) (2022: Suntec Singapore and Suntec City Mall);
- An assignment of the rights, title and interest in the insurance policies in relation to Suntec Singapore and Suntec City Mall (2022: Suntec Singapore and Suntec City Mall);
- A fixed and floating charge over the assets of a subsidiary in relation to Suntec Singapore (2022: Suntec Singapore), agreements, collateral, as required by the financial institutions granting the facility;
- A first registered specific security deed in respect of all units and shares in, and any shareholder loans to Suntec REIT 177 Trust, Suntec REIT 55 Trust and Suntec REIT 21 Trust (Note 9) (2022: Suntec REIT 177 Trust. Suntec REIT 55 Trust and Suntec REIT 21 Trust):
- First ranking charge over units in the VCUTs, bank accounts of the VCUTs, and bank accounts of a subsidiary (Notes 9 and 13) (2022: VCUTs, and bank accounts of a subsidiary); and
- Corporate guarantees from the Trust.

Unsecured loans

Included in unsecured term loans are euro medium term notes ("EMTN") amounting to \$500.0 million (2022: \$780.0 million). The EMTN is issued by a wholly owned subsidiary of the Trust, and the funds are allocated for the Group's operations.

INTEREST-BEARING BORROWINGS (continued)

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	Term loans \$'000	Interest payable \$'000	Total \$'000
Balance at 1 January 2023	4,843,479	19,934	4,863,413
Changes from financing cash flows			
Financing costs paid	(6,259)	(164,974)	(171,233)
Proceeds from interest-bearing loans	1,146,000	_	1,146,000
Repayment of medium-term notes	(280,000)	_	(280,000)
Repayment of interest-bearing loans	[1,469,849]	_	[1,469,849]
Total changes from financing cash flows	(610,108)	(164,974)	(775,082)
Effects of changes in foreign exchange rates	15,484	_	15,484
Other changes			
Liability-related			
Financing costs	11,495	161,562	173,057
Total liability-related other changes	11,495	161,562	173,057
Balance at 31 December 2023	4,260,350	16,522	4,276,872
	Term loans \$'000	Interest payable \$'000	Total \$'000
Balance at 1 January 2022	4,918,990	11,015	4,930,005
Changes from financing cash flows			
Financing costs paid	(5,498)	(127,564)	(133,062)
Proceeds from interest-bearing loans	900,000	_	900,000
Repayment of medium term notes	(100,000)	_	(100,000)
Repayment of interest-bearing loans	(773,104)	_	(773,104)
Total changes from financing cash flows	21,398	(127,564)	(106,166)
Effects of changes in foreign exchange rates	(104,628)	_	(104,628)
Other changes			
Liability-related			
Financing costs	7,719	136,483	144,202
Total liability-related other changes	7,719	136,483	144,202
Balance at 31 December 2022	4,843,479	19,934	4,863,413

TRADE AND OTHER PAYABLES

	Group		Tru	ıst
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Trade payables	4,728	2,697	1,535	932
Accrued expenses	23,626	35,299	6,109	8,619
Amount due to subsidiaries				
— Non-trade	_	_	66,843	66,782
Amounts due to related parties (trade)				
— Trustee	486	636	486	636
— Manager	15,024	13,418	15,024	13,418
 Related corporations of the Manager 	2,131	1,139	_	_
Deferred income	40,142	27,988	9,970	12,693
Interest payable	16,522	19,934	13,674	16,523
Withholding tax payable	_	8,945	_	_
Other payables	17,339	19,527	6,933	7,048
	119,998	129,583	120,574	126,651

The non-trade amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

The exposure of the Group and the Trust to liquidity and currency risks related to trade and other payables is disclosed in Note 32.

DEFERRED TAX LIABILITIES 16.

Movements in deferred tax liabilities of the Group during the year:

	At 1 January	Recognised in statement of total return	Recognised directly in Unitholders'		At 31 December	Recognised in statement of total return	Recognised directly in Unitholders'		At 31 December
	2022 \$'000	(Note 27) \$'000	Funds \$'000	Translation \$'000	\$'000		(Note 27) Funds \$'000 \$'000	Translation \$'000	2023 \$'000
Investment properties	74,454	(2,502)	_	(5,005)	66,947	[5,469]	_	[20]	61,458
Plant and equipment	[842]	[74]	_	-	(916)	(63)	_	_	(979)
Derivatives	-	-	2,643	_	2,643	_	(1,428)	84	1,299
Tax losses carry-forward	(6,153)	(359)	_	_	(6,512)	2,365	_	_	(4,147)
Others	(298)	109	-	-	(189)	3	_	_	(186)
	67,161	(2,826)	2,643	(5,005)	61,973	[3,164]	[1,428]	64	57,445

PERPETUAL SECURITIES HOLDERS

On 15 October 2020, the Trust updated its EMTN Programme ("Programme") to increase the Programme limit from US\$1,500.0 million to US\$2,000.0 million and to issue perpetual securities under the Programme. The Programme was renamed as the US\$2,000.0 million Euro Medium Term Securities Programme.

On 27 October 2020, the Trust issued \$200.0 million of fixed rate subordinated perpetual securities with an initial distribution rate of 3.80% per annum. The first distribution rate reset falls on 27 October 2025 with subsequent resets occurring every five years thereafter.

On 15 June 2021 the Trust issued \$150.0 million of fixed rate subordinated perpetual securities with an initial distribution rate of 4.25% per annum. The first distribution rate reset falls on 15 June 2026 with subsequent resets occurring every five years thereafter.

The perpetual securities have no fixed redemption date and redemption is at the option of the Trust in accordance with the terms of issue of the securities. The distribution will be payable semi-annually at the discretion of the Trust and will be non-cumulative.

In terms of distribution payments or in the event of winding-up of the Trust:

- These perpetual securities rank pari passu with the holders of preferred Units (if any) and rank ahead of the Unitholders of the Trust, but junior to the claims of all other present and future creditors of the Trust.
- The Trust shall not declare or pay any distributions to the Unitholders, or make redemptions, unless the Trust declares or pays any distributions to the holders of the perpetual securities.

These perpetual securities are classified as equity instruments and recorded within the Statements of Movements in Unitholders' Funds. The \$348.0 million (2022: \$348.0 million) presented on the Statements of Financial Position represents the \$350.0 million (2022: \$350.0 million) perpetual securities net of issue expenses and includes total return attributable to perpetual securities holders from the issue date.

NON-CONTROLLING INTERESTS 18

The following subsidiaries have material Non-Controlling Interests ("NCI"):

Name	Principal place of business/ Country of incorporation	Effective interests he	e interests held by NCI		
		2023 %	2022 %		
Harmony Investors Group Limited subgroup ("Harmony")	Singapore	33.7	33.7		
Harmony Partners Investment Limited ("HPIL")	British Virgin Islands	42.1	42.1		

NON-CONTROLLING INTERESTS (continued)

The following summarises the financial information of each of the Group's subsidiaries with material NCI based on their respective financial statements prepared in accordance with FRS, modified for fair value adjustments on acquisition and differences in the Group's accounting policies.

			Intra-group	
	Harmony \$'000	HPIL* \$'000	elimination \$'000	Total \$'000
	•	<u> </u>	·	<u></u>
2023				
Revenue	84,814			84,814
Total return for the year	32,456	4,798	(4,800)	32,454
Total return attributable to NCI				
for the year	10,937	2,021	(2,021)	10,937
Non-current assets	730,433	90,730		
Current assets	85,157	_		
Current liabilities	(47,619)	(22)		
Non-current liabilities	(382,777)	(55,200)		
Net assets	385,194	35,508		
Net assets attributable to NCI	129,810	14,956	(16,699)	128,067
Cash flows from operating activities	26,201	_		
Cash flows used in investing activities	(1,137)	_		
Cash flows used in financing activities				
(dividends to NCI: \$2,022,000)	(20,041)	_		
Net increase in cash and cash				
equivalents	5,023	_		
2022				
Revenue	59,903	_	_	59,903
Total return for the year	61,772	_	_	61,772
Total return attributable to NCI	01,772			0.,772
for the year	20,816	_	_	20,816
Non-current assets	699,805	90,730		
Current assets	61,510	, <u> </u>		
Current liabilities	(31,095)	(20)		
Non-current liabilities	(369,780)	(55,200)		
Net assets	360,440	35,510		
Net assets attributable to NCI	121,468	14,957	(16,699)	119,726
Cash flows from operating activities	23,826	_		
Cash flows used in investing activities	(1,092)	_		
Cash flows used in financing activities				
(dividends to NCI: nil)	(10,738)	_		
Net increase in cash and cash				
equivalents	11,996	_		

The company did not prepare a cash flow statement. All expenses and receipts of the company are paid/received by its subsidiary.

19. UNIT IN ISSUE

	Group and Trust			
	2023 '000	2022 '000		
Units in issue:				
At 1 January	2,875,948	2,853,000		
Issue of Units:				
— asset management fees paid in Units	21,326	22,948		
At 31 December	2,897,274	2,875,948		
Units to be issued:				
— asset management fees payable in Units	12,161	10,733		
Total issued and issuable Units at 31 December	2,909,435	2,886,681		

Each Unit in the Trust represents an undivided interest in the Trust. The rights and interests of Unitholders are contained in the Trust Deed and include the right to:

- receive income and other distributions attributable to the Units held;
- participate in the termination of the Trust by receiving a share of all net cash proceeds derived from the realisation of the assets of the Trust and available for purposes of such distribution less any liabilities, in accordance with their proportionate interests in the Trust. However, a Unitholder has no equitable or proprietary interest in the underlying assets of the Trust and is not entitled to the transfer to it of any assets (or part thereof) or of any estate or interest in any asset (or part thereof) of the Trust; and
- attend all Unitholders' meetings. The Trustee or the Manager may (and the Manager shall at the request in
 writing of not less than 50 Unitholders or one-tenth in number of the Unitholders, whichever is the lesser)
 at any time convene a meeting of Unitholders in accordance with the provisions of the Trust Deed.

The Unitholders cannot give any directions to the Manager or the Trustee (whether at a meeting of Unitholders or otherwise) if it would require the Trustee or the Manager to do or omit doing anything which may result in:

- the Trust ceasing to comply with the Listing Manual issued by SGX-ST or the Property Funds Appendix; or
- the exercise of any discretion expressly conferred on the Trustee or the Manager by the Trust Deed or the determination of any matter for which the agreement of either or both the Trustee and the Manager is required under the Trust Deed.

A Unitholder's liability is limited to the amount paid or payable for any Units. The provisions of the Trust Deed provide that no Unitholder will be personally liable to indemnify the Trustee or any creditor of the Trustee in the event that liabilities of the Trust exceed its assets.

NET ASSET VALUE PER UNIT

	Group		Trust		
	Note	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Net asset value per Unit is based on: Net assets attributable to Unitholders		6,107,793	6,116,353	5,377,352	5,188,508
		'000	'000	'000	'000
Total issued and issuable Units at 31 December	19	2,909,435	2,886,681	2,909,435	2,886,681

21. **GROSS REVENUE**

	Gi	roup	Т	rust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Gross rental income Dividend income from:	462,180	426,960	256,688	240,661
— subsidiaries	_	_	117,982	132,582
— joint ventures	_	_	33,027	29,829
Others	559	309	168	128
	462,739	427,269	407,865	403,200

Included in gross rental income of the Group and the Trust are contingent rents amounting to \$9.3 million (2022: \$8.2 million) and \$7.9 million (2022: \$7.2 million) respectively.

22. PROPERTY EXPENSES

	Gı	roup	Tr	rust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Advertising and promotion expenses	6,098	8,058	3,142	3,451
Depreciation of plant and equipment	621	680	219	272
Maintenance expenses	14,385	12,690	411	371
Contributions to sinking fund	9,895	_	8,202	_
Contributions to maintenance fund	28,792	19,638	23,859	16,276
Property management fees (including reimbursables)	26,167	22,114	9,688	8,820
Property tax and rates	25,513	26,589	18,188	20,882
Utilities	9,136	6,350	364	378
Agency commission	10,349	4,397	2,641	2,957
Food and beverages related cost	5,050	2,850	_	_
Others	13,297	8,260	2,715	1,460
	149,303	111,626	69,429	54,867

Property expenses represent the direct operating expenses arising from rental of investment properties and sale of food and beverages.

23. **OTHER INCOME**

Other income mainly relates to the recognition of the income support in relation to 21 Harris Street, Olderfleet, 477 Collins Street, Nova Properties and The Minster Building.

24. FINANCE INCOME AND FINANCE COST

	Gi	roup	Т	rust
	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000
Interest income:				
— bank deposits	3,903	422	1,748	135
— loan to joint ventures	17,213	38,782	3,663	24,320
Net foreign exchange gain	_	_	22,912	_
Finance income	21,116	39,204	28,323	24,455
Interest expense	(161,562)	(136,484)	(125,584)	(97,795)
Amortisation of transaction costs	(11,495)	(7,718)	(7,018)	(4,901)
Net foreign exchange loss	(1,637)	(7,238)	_	(119,292)
Finance cost	[174,694]	(151,440)	(132,602)	(221,988)
Recognised in the statement of				
total return	(153,578)	(112,236)	(104,279)	(197,533)

25. **ASSET MANAGEMENT FEES**

Included in the asset management fees of the Group and the Trust is \$28.5 million (2022: \$28.4 million) or an aggregate of 22,754,000 (2022: 19,038,000) Units of asset management fees that have been and/or will be issued to the Manager in satisfaction of the asset management fees payable in Units.

26. TOTAL RETURN FOR THE YEAR BEFORE TAX

Included in total return for the year before tax are the following items:

	Gr	oup	Tr	ust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Audit fees to:				
— auditors of the Trust	668	567	544	442
— other auditors	280	220	31	10
Non-audit fees to:				
— auditors of the Trust	138	85	138	49
— other auditors	21	96	_	_

27. TAX EXPENSE

		Gı	roup	Tı	ust
	Note	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Current tax expense					
Current year		6,150	5,735	_	_
Under/(over) provided in prior years		868	(431)	_	2
Withholding tax		4,116	13,763	630	9,777
		11,134	19,067	630	9,779
Deferred tax (credit)/expense					
Origination and reversal of temporary differences		(3,164)	(2,826)	_	_
	16	(3,164)	(2,826)	_	
Total tax expense		7,970	16,241	630	9,779
Reconciliation of effective tax rate Total return for the year before tax Less: Share of profit of joint ventures		204,291	513,868 (144,856)	384,871	336,594
ventures		168,290	369,012	384,871	336,594
		100,270	307,012	304,071	330,374
Income tax using the Singapore tax rate of 17% (2022: 17%) Effect of tax rates in foreign		28,609	62,732	65,428	57,221
jurisdictions		1,560	(7,225)	_	_
Non-tax deductible items		19,556	13,571	11,057	30,741
Non-taxable income		(16,449)	(34,858)	(36,050)	(41,410)
Withholding tax		4,116	13,763	630	9,777
Tax exempt income		_	_	(10,145)	(15,241)
Tax transparency		(30,290)	(31,311)	(30,290)	(31,311)
Under/(over) provided in prior years		868	(431)	_	2
Total tax expense		7,970	16,241	630	9,779

28. EARNING PER UNIT

Basic earnings per Unit ("EPU") is based on:

	Gr	oup	1	rust
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Total return for the year after tax attributable to Unitholders and				
perpetual securities holders	185,384	476,811	384,241	326,815
Less: Total return for the year attributable				
to perpetual securities holders	(13,975)	(13,975)	(13,975)	(13,975)
Total return attributable to Unitholders	171,409	462,836	370,266	312,840
		Numbe	r of Units	
	Gr	oup	7	Γrust
	2023	2022	2023	2022

0	Group	-	Γrust
2023 '000	2022 '000	2023 '000	2022 '000
2,891,857	2,871,774	2,891,857	2,871,774
33	29	33	29
2,891,890	2,871,803	2,891,890	2,871,803
	2023 '000 2,891,857 33	2,891,857 2,871,774 33 29	2023 2022 2023 '000 '000 '000 2,891,857 2,871,774 2,891,857 33 29 33

In calculating diluted earnings per Unit, the weighted average number of Units in issue is as set out below:

		Numb	er of Units	
	(Group	-	Γrust
	2023 '000	2022 '000	2023 '000	2022 '000
Weighted average number of Units used in calculation of basic earnings per Unit Weighted average number of Units to be issued in relation to asset management	2,891,890	2,871,803	2,891,890	2,871,803
fees and assuming conversion of bonds	12,127	10,704	12,127	10,704
Weighted average number of Units used in calculation of diluted earnings per Unit	2,904,017	2,882,507	2,904,017	2,882,507

29. **OPERATING SEGMENTS**

For the purpose of making resource allocation decisions and assessing segment performance, the Group's chief operating decision maker reviews internal/management reports of the Group's retail, office and convention business segments. The nature of the leases (lease of retail, office, convention or other space) is the factor used to determine the reportable segments. This forms the basis of identifying the operating segments of the Group under FRS 108 Operating Segments.

Segment revenue comprises mainly income generated from its tenants. Segment net property income represents the income earned by each segment after allocating property operating expenses. This is the measure reported to the chief operating decision maker for the purpose of assessing segment performance.

Unallocated items comprise mainly other income, net finance costs, trust-related income and expenses, changes in fair value of financial derivatives and share of profit of joint ventures.

Information regarding the Group's reportable segments is presented in the table below.

OPERATING SEGMENTS (continued)

29.

Information about reportable segments

		Singapore	pore			Australia	ılia		United Kingdom	
	Convention	Retail	ai.			Office .	a			
	Suntec	Suntec			177 Pacific	21 Harris	55 Currie	Olderfleet,	The Minster	
	Singapore \$'000	Singapore \$'000	Suntec City \$'000	Suntec City \$'000	Highway \$'000	Street \$'000	Street \$'000	Street \$'000	Building \$'000	Total \$'000
2023										
Revenue	63,856	20,957	112,363	144,493	33,798	18,186	14,545	26,935	27,606	462,739
Property expenses	(40,009)	(6,451)	(33,971)	(35,214)	(6,653)	(4,515)	(5,581)	(6,294)	(1,901)	(149,589)
Reportable segment net property income	14,847	14,506	78,392	109,279	27,145	13,671	8,964	20,641	25,705	313,150
Change in fair value of investment properties	10,344	19,542	966'69	159,734	(25,354)	(15,961)	(16,058)	(27,014)	(65,370)	109,859
2022										
Revenue	40,412	19,491	105,671	135,118	37,354	18,827	15,755	28,192	26,449	427,269
Property expenses	(29,117)	(4,659)	(27,170)	(27,362)	(6,540)	(3,946)	(5,030)	(5,933)	(1,761)	(111,518)
Reportable segment net property										
income	11,295	14,832	78,501	107,756	30,814	14,881	10,725	22,259	24,688	315,751
Change in fair value of investment properties	28,395	7,997	47,267	170,000	[9,116]	(9,022)	(13,264)	93	(63,230)	159,120

OPERATING SEGMENTS (continued)

Reconciliation of reportable segment net property income

	Gi	roup
	2023 \$'000	2022 \$'000
Total return	212.150	245 754
Reportable segment net property income	313,150	315,751
Reconciling items:		
— Other income	5,961	8,097
 Net finance costs 	(153,578)	(112,236)
— Asset management fees	(61,428)	(61,171)
 Other trust expenses 	(9,254)	(5,956)
— Net change in fair value of financial derivatives	(46,220)	65,407
 Net change in fair value of investment properties 	109,859	159,120
 Net gain from divestment of investment properties 	9,800	_
— Share of profit of joint ventures	36,001	144,856
Consolidated total return for the year before tax	204,291	513,868

The carrying amounts and fair values of financial assets and financial liabilities, including their level in fair value hierarchy, are as follows. It does not include fair value information of financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair

ACCOUNTING CLASSIFICATIONS AND FAIR VALUES

30.

		Fair value through	Fair value — hedging	Amortised	Other	Total	_	Fair value	
	Note	prof	instruments \$'000	cost \$'000	liabilities \$'000	amount \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
Group 2023									
Financial assets measured at fair value									
Interest rate swaps	=	25,362	10,104	1	1	35,466	1	35,466	1
Forward exchange contracts	=	160	1	1	1	160	1	160	1
		25,522	10,104	1	1	35,626			
Financial assets not measured at fair value									
Loans to joint ventures	∞	1	1	574,188	1	574,188	1	1	536,416
Trade and other receivables*	12	I	1	34,849	1	34,849	ı	1	1
Cash and cash equivalents	13	1	I	217,925	1	217,925	1	I	I
		1	1	826,962	1	826,962			
Financial liabilities measured at fair value									
Interest rate swaps	1	(12,926)	(1,704)	1	1	(14,630)	1	(14,630)	1
Forward exchange contracts	=	[192]	1	1	1	(192)	1	(192)	I
		(13,118)	(1,704)	1	1	(14,822)			
Financial liabilities not measured at fair value									
Interest-bearing borrowings	14	I	1	I	(4,260,350)	(4,260,350)	I	1	(4,540,209)
Security deposits		I	1	1	[84,014]	(84,014)	ı	1	(75,177)
Trade and other payables^	15	1	I	I	(79,856)	(79,856)	1	I	1
		1	ı	1	(4,424,220)	(4,424,220)			

Excludes prepayments. Excludes deferred income and withholding tax payable.

(4,841,133) (73,128) Level 3 Level 2 \$'000 82,743 1,703 Level 1 1 1 1 1 - 1 - 11 1 1 \$,000 (3,173) (45) (3,218) (80,729) (92,650) 1,179 82,743 1,703 1,142,495 Total carrying amount \$'000 85,625 20,774 269,610 1,432,879 (4,843,479) (5,016,858)(80,729) (92,650) (4,843,479) financial liabilities cost 269,610 20,774 I = IAmortised 1,432,879 18,419 — hedging \$,000 Fair value instruments -1 (3, 173)(3,218) Fair value through (42) profit or loss 64,324 1,703 67,206 Note 3 12 15 14 Financial liabilities not measured at fair value Financial assets not measured at fair value Financial liabilities measured at fair value Financial assets measured at fair value Rental guarantee receivables Trade and other receivables* Forward exchange contracts Forward exchange contracts Interest-bearing borrowings Cash and cash equivalents Trade and other payables^ Loans to joint ventures Interest rate swaps Security deposits

ACCOUNTING CLASSIFICATIONS AND FAIR VALUES (continued)

Excludes prepayments. Excludes deferred income and withholding tax payable. * <

ACCOUNTING CLASSIFICATIONS AND FAIR VALUES (continued)

30.

Notes to the Financial Statements

(61,726)Level 3 ,378,932 (3,388,060) 637 Level 2 \$'000 6,909 Fair value Level 1 1 1 1 - 11 1 1 1 - 1(12,926)(192)[13,118] (68,229) (110,604)Total carrying amonnt \$,000 637 7,706 ,473,371 19,092 89,077 1,632,884 (3, 108, 201) (3,287,034) 160 (110,604)(3,108,201) (68,229) financial \$,000 (3,287,034)liabilities cost Amortised ,473,371 1 19,092 89,077 1,632,884 other through comprehensive through Fair value income 637 637 (12,926)(13,118) (192)\$,000 606'9 7,069 Fair value 160 profit or loss Note 13 15 10 14 Financial liabilities not measured at fair value Financial assets not measured at fair value Financial liabilities measured at fair value Financial assets measured at fair value Trade and other receivables* Forward exchange contracts Forward exchange contracts Interest-bearing borrowings Trade and other payables^ Cash and cash equivalents Loans to joint ventures Long-term investment Loans to subsidiaries Interest rate swaps Interest rate swaps Security deposits

* <

Excludes prepayments. Excludes deferred income and withholding tax payable.

ACCOUNTING CLASSIFICATIONS AND FAIR VALUES (continued)

30.

			Fair value						
		Fair value			0ther	Total —		rair vatue	
	Note	prof	through comprehensive it or loss income	Amortised cost	financial liabilities	carrying amount	Level 1	Level 2	Level 3
				\$,000	\$.000	\$.000	\$.000	\$.000	\$.000
Trust									
2022									
Financial assets measured at fair value									
Long-term investment	10	I	437	I	I	637	I	I	637
Interest rate swaps	1	24,886	I	I	I	24,886	I	24,886	I
Forward exchange contracts	1	1,703	I	I	I	1,703	I	1,703	I
		26,589	637	I	ı	27,226			
Financial assets not measured at fair value									
Loans to joint ventures	80	ı	I	621,499	I	621,499	I	I	621,499
Loans to subsidiaries	6	I	I	1,220,491	I	1,220,491	I	I	1,161,844
Trade and other receivables*	12	I	I	8,824	I	8,824	I	I	I
Cash and cash equivalents	13	1	1	144,404	1	144,404	I	I	I
			_	1,995,218	_	1,995,218			
Financial liabilities measured at fair value									
Interest rate swaps	Ξ	(3,173)	-	I	I	(3,173)	I	(3,173)	I
Forward exchange contracts	1	(42)	1	I	I	(42)	I	(42)	I
		(3,218)	_	Ι	Ι	(3,218)			
Financial liabilities not measured at fair value									
Interest-bearing borrowings	14	ı	I	I	(3,465,608)	(3,465,608)	I	ı	(3,463,262)
Security deposits		I	I	I	(63,240)	(63,240)	I	I	(58,050)
Trade and other payables^	15	1	1	1	(113,958)	(113,958)	1	I	I
		I	1	I	(3,642,806)	(3,642,806)			

Excludes prepayments. Excludes deferred income and withholding tax payable.

31. FAIR VALUE MEASUREMENT

The Manager has an established control framework with respect to the measurement of fair values. This includes a team that has overall responsibility for all significant fair value measurements, including Level 3 fair values; and reports directly to the Chief Executive Officer.

The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as property valuations, mark to market statements from financial institutions that are counterparties of the transactions or pricing services, is used to measure fair value, then the team assesses and documents the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of FRS, including the level in the fair value hierarchy in which the valuation should be classified.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible.

(a) Fair value hierarchy

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred. During the financial year ended 31 December 2023 and 2022, there were no transfers between Level 1 and Level 2.

(b) Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Forward exchange contracts and interest rate swaps (Group and Trust)

The fair value of interest rate swaps and forward foreign currency exchange contracts are based on mark to market statements from financial institutions that are counterparties of the transactions. Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments.

Inter-relationship

Notes to the Financial Statements

FAIR VALUE MEASUREMENT (continued)

(c) Level 3 fair value measurements

Information about significant unobservable inputs used in Level 3 fair value measurements

Financial instruments measured at fair value

Туре	Valuation technique	Key unobservable inputs	between key unobservable inputs and fair value measurement
Group			
Rental guarantee receivables	Discounted cash flows: The discounted cash flow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return to arrive at the market value.	Discount rate: nil % (2022: 5.25%)	The estimated fair value would increase if the discount rate was lower.
Trust			
Long-term investment	Asset-based value approach: The fair value was determined using the net asset value of investee, which mainly comprise investment properties.	Net asset value of investee	The estimated fair value would increase if the net asset value is higher.

Investment properties

The fair value of investment properties is determined by external independent valuers having appropriate recognised professional qualifications and recent experience in the location and category of properties being valued. Valuations of the investment properties are carried out at least once a year.

The valuers have considered valuation techniques including the discounted cash flow method, capitalisation approach and/or direct comparison method (2022: discounted cash flow method, capitalisation approach and/or direct comparison method). The discounted cash flow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return to arrive at the market value. The capitalisation approach capitalises an income stream into a present value using single-year capitalisation rates. The direct comparison method involves the analysis of comparable sales of similar properties, with adjustments made to differentiate the comparable in terms of location, area, quality and other relevant factors.

The valuation technique(s) considered by valuers for each property is in line with market practices generally adopted in the jurisdiction in which the property is located.

FAIR VALUE MEASUREMENT (continued)

Level 3 fair value measurements (continued) (c)

Information about significant unobservable inputs used in Level 3 fair value measurements (continued)

Investment properties (continued)

The fair value measurement for investment properties have been categorised as a Level 3 fair value based on the inputs to the valuation techniques used.

The following table shows the valuation techniques used in measuring the fair value of investment properties, as well as the significant unobservable inputs used.

Valuation			Inter-relationship between significant unobservable inputs and
techniques	Key unobservable inputs	Range	fair value measurement
Discounted cash flow method	Discount rate	Singapore 6.75%-7.25% [2022: 6.50%-7.00%]	The estimated fair value would increase if the discount rate and terminal yield were lower.
		Australia 6.25%–7.00% (2022: 5.75%–7.25%)	
	Terminal yield	Singapore 3.75%-5.75% (2022: 3.75%-6.00%)	
		Australia 5.25%–7.25% (2022: 5.00%–7.00%)	
Capitalisation approach	Capitalisation rate	Singapore 3.50%–5.50% (2022: 3.50%–5.75%)	The estimated fair value would increase if the capitalisation rate was lower.
		Australia 5.13%–7.25% (2022: 4.50%–6.75%)	tower.
		United Kingdom 5.25% (2022: 4.66%)	
Direct comparison method	Price per square foot	Singapore \$1,988-\$2,712 (2022: \$1,907-\$2,675)	The estimated fair value would increase if the price per square foot was higher.

FAIR VALUE MEASUREMENT (continued)

Level 3 fair value measurements (continued)

Movements in Level 3 assets measured at fair value

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurement in Level 3 of the fair value hierarchy:

	Group	Trust	
	Rental guarantee	Long-term	
	receivables \$'000	investment \$'000	
At 1 January 2023	1,179	637	
Income guarantee earned	(1,165)	_	
Effects of movement in exchange rates	(14)	_	
At 31 December 2023		637	
	Group	Trust	
	Rental		
	guarantee	Long-term	
	receivables \$'000	investment \$'000	
At 1 January 2022	11,331	637	
Income guarantee earned	(9,309)	_	
Effects of movement in exchange rates	(843)	_	
At 31 December 2022	1,179	637	

Sensitivity analysis

If the fair value of the rental guarantee receivables were 5.0% favourable or unfavourable with all other variables held constant, the fair value of the rental guarantee receivables would increase by \$nil (2022: \$59,000) and decrease by \$nil (2022: \$59,000) respectively.

If the fair value of the long-term investment were 5.0% favourable or unfavourable with all other variables held constant, the fair value of the long-term investment would increase by \$32,000 (2022: \$32,000) and decrease by \$32,000 (2022: \$32,000) respectively.

31. FAIR VALUE MEASUREMENT (continued)

Security deposits

Loans to joint ventures and subsidiaries

(d) Assets and liabilities not measured at fair value

Group

Туре	Valuation technique	
Fixed rate borrowings	Discounted cash flows	
Security deposits	Discounted cash flows	
Loans to joint ventures and subsidiaries	Discounted cash flows	
Trust		
Туре	Valuation technique	
Fixed rate borrowings	Discounted cash flows	

The carrying amounts of fixed rate borrowings, security deposits and loans to joint ventures and subsidiaries approximate their fair values as they are subject to interest rates close to market rate of interests for similar arrangements with financial institutions.

Discounted cash flows

Discounted cash flows

The carrying amounts of current financial assets and liabilities of the Group and the Trust approximate their fair values due to their short maturity period. The carrying amounts of non-current floating rate borrowings of the Group and the Trust do not materially differ from their fair values.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities expose it to credit risk, liquidity risk and market risk (including interest rate risk and currency risk). Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risk. The Manager monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors of the Manager oversees how management of the Manager monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Board is assisted in its oversight role by the Audit and Risk Committee. The Audit and Risk Committee undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board.

(a) **Credit risk**

Credit risk is the potential loss resulting from the failure of a tenant or a counterparty to settle its financial and contractual obligations to the Group as and when they fall due.

The Manager has established credit limits for tenants, obtained security deposits and/or bank quarantees (where applicable) and monitors their balances on an on-going basis. Credit evaluations are performed by the Manager before lease agreements are entered into with tenants.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is:

2022 \$'000
_
24,886
1,703
8,824
144,404
179,817

Excludes prepayments.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Exposure to credit risk (continued)

The maximum exposure to credit risk for trade receivables at the reporting date by type of tenant is:

		Gro	oup	Tru	ıst
	Note	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Office		2,880	6,261	284	845
Retail		747	1,513	175	1,116
Convention		24,399	6,851	_	_
	12	28,026	14,625	459	1,961

The Group's tenants are engaged in a wide spectrum of business activities across many industry segments.

Impairment losses

Expected credit loss assessment for individual tenants:

The Group uses an allowance matrix to measure the ECLs of trade receivables from individual tenants, which comprise a large number of small balances.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off and are based on actual credit loss experience over the last three years.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Impairment losses (continued)

The ageing of trade receivables at the reporting date was:

	Note	2023 \$'000	2022 \$'000
Group			
Not past due		25,795	11,561
Past due 31–60 days		961	745
Past due 61–90 days		279	330
More than 90 days*		2,017	2,869
		29,052	15,505
Less: Impairment loss		(1,026)	(880)
	12	28,026	14,625
Trust			
Not past due		462	2,204
Past due 31–60 days		31	48
Past due 61–90 days		10	11
More than 90 days*		157	147
		660	2,410
Less: Impairment loss		(201)	(449)
	12	459	1,961

Included in these balances of the Group and the Trust were credit impaired balances of \$1.0 million [2022: \$0.9 million] and \$0.2 million [2022: \$0.5 million] respectively.

Movements in allowance for impairment in respect of trade receivables

The movements in the allowance for impairment in respect of trade receivables during the year were as follows:

	Group		Trust	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
At 1 January	880	2,719	449	2,408
Impairment loss recognised	541	509	4	273
Reversal of impairment loss	(255)	(617)	(248)	(608)
Allowance utilised	(140)	(1,688)	(4)	(1,624)
Translation difference	_	(43)	_	_
At 31 December	1,026	880	201	449

The Manager believes that, apart from the above, no additional impairment allowance is necessary in respect of trade receivables as these receivables mainly arose from tenants that have a good track record with the Group, and the Group has sufficient security deposits as collateral.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Credit risk (continued)

Non-trade amounts due from subsidiaries and loans to subsidiaries

The Trust has non-trade receivables from its subsidiaries of \$1,491.9 million (2022: \$1,227.2 million). These balances are amounts lent to subsidiaries to satisfy their funding requirements. Based on an assessment of qualitative and quantitative factors that are indicative of the risk of default, these exposures are considered to have low credit risk. Therefore, impairment on these balances has been measured on the 12-month expected credit loss basis and the amount of the allowance is insignificant.

Loans to joint ventures

The Group and the Trust have loans to joint ventures of \$574.2 million [2022: \$1,142.5 million] and \$51.3 million (2022: \$621.5 million) respectively. These balances are amounts lent to joint ventures to satisfy their funding requirements. Based on an assessment of qualitative and quantitative factors that are indicative of the risk of default, these exposures are considered to have low credit risk. Therefore, impairment on these balances has been measured on the 12-month expected credit loss basis and the amount of the allowance is insignificant.

Rental guarantee receivables

The Group has rental guarantee receivables amounting to \$nil million (2022: \$1.2 million). Based on an assessment of qualitative and quantitative factors that are indicative of the risk of default, these exposures are considered to have low credit risk.

Derivatives

The derivatives are entered into with bank and financial institution counterparties with sound credit ratings.

Cash and cash equivalents

Cash and fixed deposits are placed with financial institutions which are regulated. The Group and the Trust held cash and cash equivalents of \$217.9 million and \$89.1 million respectively at 31 December 2023 (2022: \$269.6 million and \$144.4 million respectively). The cash and cash equivalents are held with bank and financial institution counterparties with sound credit ratings.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents is negligible.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Manager monitors and maintains a level of cash and cash equivalents deemed adequate to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. In addition, the Manager monitors and observes limits on total borrowings according to the CIS Code issued by the MAS.

The Group has a US\$2,000.0 million (approximately \$2,657.4 million) (2022: US\$2,000.0 million (approximately \$2,701.1 million)) Euro Medium Term Securities Programme, of which \$1,807.4 million (2022: \$1,571.1 million) is unutilised as at 31 December 2023.

The following are the remaining contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

		Cash flows			
	Carrying amount \$'000	Contractual cash flows \$'000	Within 1 year \$'000	1 to 5 years \$'000	More than 5 years \$'000
Group					
2023					
Non-derivative financial liabilities					
Floating rate term loans	3,761,231	(4,383,511)	(584,735)	(3,595,999)	(202,777)
Fixed rate term loans	499,119	(529,281)	(14,495)	(514,786)	_
Trade and other payables*	79,856	(79,856)	(79,856)	_	_
Security deposits	84,014	(84,014)	(23,628)	(57,336)	(3,050)
-	4,424,220	(5,076,662)	(702,714)	(4,168,121)	(205,827)
Derivative financial instruments					
Interest rate swaps (net-settled)	14,630	15,352	3,550	11,802	_
Forward exchange contracts	192				
— Outflow		(17,691)	(17,691)	_	_
— Inflow		17,455	17,455	<u> </u>	
_	14,822	15,116	3,314	11,802	_
	4,439,042	(5,061,546)	(699,400)	(4,156,319)	(205,827)

Excludes deferred income and withholding tax payable.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Liquidity risk (continued)

		Cash flows			
	Carrying amount \$'000	Contractual cash flows \$'000	Within 1 year \$'000	1 to 5 years \$'000	More than 5 years \$'000
Group					
2022 Non-derivative financial liabilities					
Floating rate term loans	4,064,897	(4,635,508)	(541,116)	(3,883,357)	(211,035)
Fixed rate term loans	778,582	(827,561)	(298,281)	(5,663,337)	(211,033)
Trade and other payables*	92,650	(92,650)	(92,650)	(327,200)	_
Security deposits	80,729	(80,729)	(24,150)	(45,830)	— (10,749)
Security deposits					
-	5,016,858	(5,636,448)	(956,197)	(4,458,467)	(221,784)
Derivative financial instruments					
Interest rate swaps (net-settled)	3,173	(3,671)	(735)	(2,936)	_
Forward exchange contracts	45				
— Outflow		(25,466)	(20,933)	(4,533)	_
— Inflow		25,463	20,923	4,540	_
_	3,218	(3,674)	(745)	(2,929)	_
_	5,020,076	(5,640,122)	(956,942)	(4,461,396)	(221,784)
Tours					
Trust 2023					
Non-derivative financial liabilities					
Floating rate term loans	2,609,082	(3,039,886)	(515,126)	(2,321,983)	(202,777)
Fixed rate term loans	499,119	(529,281)	(14,495)	(514,786)	(202,777)
Trade and other payables*	110,604	(110,604)	(14,473)	(314,700)	
Security deposits	68,229	(68,229)	(16,866)	(51,016)	(347)
_	3,287,034	(3,748,000)	(657,091)	(2,887,785)	(203,124)
Derivative financial instruments					
Interest rate swaps (net-settled)	12,926	10,785	2,532	8.253	_
Forward exchange contracts	192	10,700	2,002	0,200	
— Outflow	1/2	(17,691)	(17,691)	_	_
— Inflow		17,455	17,455	_	_
	13,118	10,549	2,296	8,253	
-	3,300,152	(3,737,451)	(654,795)	(2,879,532)	(203,124)
_	0,000,102	(0,707,401)	(00-4,770)	(2,077,002)	(200,124)

Excludes deferred income and withholding tax payable.

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Notes to the Financial Statements

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Liquidity risk (continued)

			Cash flows			
	Carrying	Contractual	Within	1 to 5	More than	
	amount	cash flows	1 year	years	5 years	
	\$'000	\$'000	\$'000	\$'000	\$'000	
Trust						
2022						
Non-derivative financial liabilities						
Floating rate term loans	2,687,026	(3,086,812)	(117,811)	(2,757,966)	(211,035)	
Fixed rate term loans	778,582	(827,561)	(298,281)	(529,280)	_	
Trade and other payables*	113,958	(113,958)	(113,958)	_	_	
Security deposits	63,240	(63,240)	(17,450)	(42,266)	(3,524)	
_	3,642,806	(4,091,571)	(547,500)	(3,329,512)	(214,559)	
Derivative financial instruments						
Interest rate swaps (net-settled)	3,173	(3,671)	(735)	(2,936)	_	
Forward exchange contracts	45					
— Outflow		(25,466)	(20,933)	(4,533)	_	
— Inflow		25,463	20,923	4,540	_	
_	3,218	(3,674)	(745)	(2,929)		
	3,646,024	(4,095,245)	(548,245)	(3,332,441)	(214,559)	

Excludes deferred income and withholding tax payable.

(c) **Market risk**

Market risk is the risk that changes in market prices, such as interest rates will affect the Group's total return or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

Interest rate risk is managed by the Manager on an on-going basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates.

The Group targets to maintain between 60% to 80% of its interest rate risk exposure at a fixed-rate. This is achieved partly by entering into fixed-rate instruments and partly by borrowing at a floating rate and using interest rate swaps as hedges of the variability in cash flows attributable to interest rate risk.

The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the reference interest rates, tenures, repricing dates, maturities and the notional amounts.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Market risk (continued)

(i) Interest rate risk (continued)

The Group assesses whether the derivative designated in each hedging relationship is expected to be effective in offsetting changes in cash flows of the hedged item using the hypothetical derivative method

In these hedge relationships, the main sources of ineffectiveness are:

- the effect of the counterparty and the Group's own credit risk on the fair value of the swaps, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates; and
- changes in the critical terms of either the swaps or the loans and borrowings.

Managing interest rate benchmark reform and associated risks

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates (referred to as 'IBOR reform'). The Group has exposures to the Singapore swap offer rate ("SOR") on its financial instruments that will be replaced or reformed as part of these market-wide initiatives.

In Singapore, the Steering Committee for SOR transition to SORA (SC-STS) together with the Association of Banks in Singapore (ABS) and Singapore Foreign Exchange Market Committee (SFEMC), has identified the Singapore Overnight Rate Average (SORA) as the alternative interest rate benchmark to replace SOR in Singapore. The timeline for SORA to replace SOR is by the end of June 2023. In 2022, the Group has undertaken amendments to its financial instruments with contractual terms indexed to SOR such that they incorporate the new benchmark rate (i.e. SORA) and has fully reformed all its financial instruments to the new benchmark rate in 2023.

The Group anticipates that IBOR reform will impact its risk management processes and hedge accounting. The main risks to which the Group is exposed as a result of IBOR reform are operational. For example, renegotiating borrowing contracts through bilateral negotiation with counterparties, implementing new fallback clauses with its derivative counterparties, updating contractual terms and revising operational controls related to the reform. Financial risk is predominantly limited to interest rate risk.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued) (c)

Interest rate risk (continued)

Total amounts of unreformed contracts

The following table shows the total amounts of unreformed contracts. The amounts of financial liabilities are shown at their carrying amounts and derivatives are shown at their nominal amounts. As at 31 December 2023, the Group and Trust does not have any unreformed financial liabilities and derivatives.

	SOR Total amount of unreformed contracts				
		Group		Trust	
	2023	2022	2023	2022	
	\$'000	\$'000	\$'000	\$'000	
Financial liabilities					
Secured bank loans	_	365,664	_	_	
Derivatives					
Interest rate swaps		621,000		255,000	

Exposure to interest rate risk

At the reporting date, the interest rate profile of the interest-bearing financial instruments was as

	Group Nominal amount			Trust nal amount
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Fixed rate instruments				
Interest-bearing borrowings	(500,000)	(780,000)	(500,000)	(780,000)
Interest rate swaps	(2,094,910)	(2,409,584)	(1,255,000)	(1,330,000)
	(2,594,910)	(3,189,584)	(1,755,000)	(2,110,000)
Variable rate instruments				
Interest-bearing borrowings	(3,777,382)	(4,085,227)	(2,620,000)	(2,700,000)
Interest rate swaps	2,094,910	2,409,584	1,255,000	1,330,000
	(1,682,472)	(1,675,643)	(1,365,000)	(1,370,000)

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Market risk (continued)

(i) Interest rate risk (continued)

Cash flow sensitivity analysis for variable rate instruments

For the interest rate swaps and the other variable rate financial assets and liabilities, a change of 50 basis points ("bp") (2022: 50 bp) in interest rate at the reporting date would increase/(decrease) total return (before any tax effects) by the amounts shown below. This analysis assumes that all other variables remain constant.

Chalamant of total matrium

	Statement of total return		
	50 bp	50 bp	
	increase	decrease	
	\$'000	\$'000	
Group			
2023			
Interest-bearing borrowings	(18,887)	18,887	
Interest rate swaps	21,643	(22,056)	
Cash flow sensitivity (net)	2,756	(3,169)	
2022			
Interest-bearing borrowings	(20,426)	20,426	
Interest rate swaps	25,727	(26,240)	
Cash flow sensitivity (net)	5,301	(5,814)	
Trust			
2023			
Interest-bearing borrowings	(13,100)	13,100	
Interest rate swaps	15,782	(16,098)	
Cash flow sensitivity (net)	2,682	(2,998)	
2022			
Interest-bearing borrowings	(13,500)	13,500	
Interest rate swaps	18,221	(18,631)	
Cash flow sensitivity (net)	4,721	(5,131)	

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at FVTPL, nor does the Group designate derivatives (interest rate swaps) as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not affect total return.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued) (c)

(ii) **Currency** risk

The Group is exposed to currency risk on distributions from its Australia and United Kingdom operations. In 2023, the Trust entered into forward currency contracts with a total notional amount of \$26.6 million (2022: \$68.5 million) whereby the Trust agreed with counterparties to exchange Australian Dollar and Pound Sterling at specified rates, on specified dates.

At the reporting date, the exposure to currency risk is as follows:

	AUD \$'000	GBP \$'000	Total \$'000
Group			
2023			
Cash and cash equivalents	22,325	12,886	35,211
Trade and other receivables Trade and other payables	18,408 —	1 (400)	18,409 (400)
Net statement of financial position exposure	40,733	12,487	53,220
Forward exchange contracts	(22,558)	(4,060)	(26,618)
Net exposure	18,175	8,427	26,602
2022			
Cash and cash equivalents	31,467	29,499	60,966
Trade and other receivables	6,515	126	6,641
Trade and other payables		(355)	(355)
Net statement of financial position exposure	37,982	29,270	67,252
Forward exchange contracts	(48,743)	(19,753)	(68,496)
Net exposure	(10,761)	9,517	(1,244)
Trust			
2023			
Cash and cash equivalents	21,919	12,886	34,805
Trade and other receivables	18,408	1	18,409
Trade and other payables		(400)	(400)
Net statement of financial position exposure	40,327	12,487	52,814
Forward exchange contracts	(22,557)	(4,060)	(26,617)
Net exposure	17,770	8,427	26,197
2022			
Cash and cash equivalents	31,221	29,499	60,720
Trade and other receivables	6,515	126	6,641
Trade and other payables		(355)	(355)
Net statement of financial position exposure	37,736	29,270	67,006
Forward exchange contracts	(48,743)	(19,753)	(68,496)
Net exposure	(11,007)	9,517	(1,490)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Market risk (continued)

Currency risk (continued) (ii)

Sensitivity analysis

The following table indicates the approximate increase/(decrease) in the statement of total return (before any tax effects) of the Group in response to a 10% strengthening of the functional currencies of the respective entities as compared with the exchange rates of the foreign currencies to which the Group has significant exposure at the reporting dates.

	Statement of total return		
	2023 \$'000	2022 \$'000	
Group AUD ⁽¹⁾ GBP ⁽¹⁾	1,817 843	(1,076) 952	
Trust AUD ⁽¹⁾ GBP ⁽¹⁾	1,777 843	(1,101) 952	

As compared to the functional currency of Singapore Dollar.

A 10% weakening of the functional currencies of the respective entities as compared with the exchange rates of the foreign currencies to which the Group has significant exposure at the reporting dates would have had the equal but opposite effect on the above currencies to the amounts shown above. The analysis assumed that all other variables remain constant and does not take into account the translation related risk, associated tax effects and share of non-controlling interests.

RELATED PARTY TRANSACTIONS

During the financial year, other than the transactions disclosed elsewhere in the financial statements, there were the following related party transactions:

	2023	2022
	\$'000	\$'000
Group		
Divestment fees paid/payable to the Manager	(218)	_
Asset management fees paid/payable to a related corporation of the Manager	(3,537)	(3,357)
Investment management fees paid/payable to a related corporation of the		
Manager	(87)	(89)
Agency commission paid/payable to a related corporation of the Manager	(11,258)	(4,293)
Development management fees paid/payable to a related corporation of the		
Manager	(65)	(86)
Rental income received/receivable from an associate of the Manager	3,840	2,428
Rental income received/receivable from related corporations of the Manager	708	510
Rental income received/receivable from a close member of a key management		
personnel of the Manager	335	317
Property management fees paid/payable (including reimbursable) to related		
corporations of the Manager	(26,473)	(22,418)
Professional services fees paid/payable to related corporations of the		
Manager	(1,829)	(2,601)
Trust		
Divestment fees paid/payable to the Manager	(218)	_
Agency commission paid/payable to a related corporation of the Manager	(2,505)	(2,957)
Rental income received/receivable from an associate of the Manager	3,840	2,428
Rental income received/receivable from a close member of a key management		
personnel of the Manager	335	317
Property management fees paid/payable (including reimbursable) to a related		
corporation of the Manager	(9,688)	(8,820)
Professional services fees paid/payable to related corporations of the		
Manager	(425)	(1,110)

COMMITMENTS

		Group			Trust	
		2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000	
(a)	Capital commitments					
	Capital expenditure commitments: — contracted but not provided for	6,735	_	609	_	
	Loan facilities to joint ventures	345,657	545,501	345,657	545,501	

Investment properties comprise commercial properties that are leased to external customers. The Group has classified these leases as operating leases, because they do not transfer substantially all the risk and rewards incidental to the ownership of the assets.

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

	G	Froup	Trust		
	2023 \$'000			2022 \$'000	
Less than one year	346,357	331,752	232,063	223,690	
One to two years	280,566	239,401	173,589	149,236	
Two to three years	202,756	163,188	105,137	83,754	
Three to four years	127,507	112,092	36,156	38,092	
Four to five years	94,047	81,752	16,090	14,944	
More than five years	209,843	240,448	544	5,868	
Total	1,261,076	1,168,633	563,579	515,584	

CONTINGENT LIABILITY

Pursuant to the tax transparency ruling from IRAS, the Trustee and the Manager have provided a tax indemnity for certain types of tax losses, including unrecovered late payment penalties that may be suffered by IRAS should IRAS fail to recover from Unitholders tax due or payable on distributions made to them without deduction of tax, subject to the indemnity amount agreed with IRAS. The amount of indemnity, as agreed with IRAS, is limited to the higher of \$500,000 or 1.0% of the taxable income of the Trust for the financial year. Each yearly indemnity has a validity period of the earlier of seven years from the relevant year of assessment and three years from the termination of the Trust.

36. FINANCIAL RATIOS

		Group		Trust	
	2023	2022	2023	2022	
	%	%	%	%	
Expenses to weighted average net assets ¹ — including performance component of asset management fees — excluding performance component	1.10	1.05	1.15	1.12	
of asset management fees	0.78	0.73	0.78	0.75	
Portfolio turnover rate ²	—	—	—	—	

The annualised ratios are computed in accordance with the guidelines of the Investment Management Association of Singapore. The expenses used in the computation relate to expenses of the Group and the Trust, excluding property expenses, interest expense and income tax expense.

37. CAPITAL MANAGEMENT

The Board of Directors of the Manager reviews the Group's capital management policy regularly so as to optimise Unitholders' return through a mix of available capital sources. The Group monitors its gearing ratio and maintains it within the approved limits. The Group assesses its capital management approach as a key part of the Group's overall strategy, and this is continuously reviewed by the Manager. The Group's aggregate leverage ratio stood at 42.3% (2022: 42.4%) as at 31 December 2023.

The Group is subject to the aggregate leverage limit as defined in the Property Funds Appendix. The Property Funds Appendix stipulates that the total borrowings and deferred payments (together the "Aggregate Leverage") of a property fund should not exceed 45.0% (2022: 45.0%) of the fund's deposited property. In 2023, the Aggregate Leverage may exceed 45.0% (up to 45.0%) of the fund's deposited property only if the property fund has a minimum adjusted interest coverage ratio of 2.5 times after taking into account the interest payment obligations arising from the new borrowings. The Group has complied with the stipulated Aggregate Leverage limit.

There were no changes in the Group's approach to capital management during the financial year.

38. COMPARATIVE FIGURES

The financial statements for the financial year ended 31 December 2022 were audited by another firm of Chartered Public Accountants.

² The annualised ratio is computed based on the lesser of purchases or sales of underlying investment properties of the Group and the Trust expressed as a percentage of daily average net asset value.

39. SUBSEQUENT EVENTS

There were the following significant events subsequent to the reporting date:

- The Manager declared distribution of 1.866 cents per Unit in respect of the period from 1 October 2023 to 31 December 2023;
- 12,160,593 Units, amounting to \$14.8 million, were issued as satisfaction of the base management fee for the period from 1 October 2023 to 31 December 2023 and performance management fee for the period from 1 January 2023 to 31 December 2023;
- On 2 February 2024, the Trust entered into a \$950.0 million Sustainability-Linked Loan Facility with various banks to refinance part of its outstanding borrowings and/or for general working capital purpose. As at the date of financial statements, the Trust has drawn down the loan to refinance its existing borrowings; and
- As at the date of financial statements, the Trust had completed the divestment of another three strata
 units in Suntec City Office to unrelated third parties. These strata units had been reclassified to Investment
 properties held of sale as at 31 December 2023 (Note 6).

40. AUTHORISATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Trust and its subsidiaries (the "Group"), Statements of Financial Position, and Statements of Movements in Unitholders' Funds of the Trust and the Group for the year ended 31 December 2023 were authorised for issue on 25 March 2024.

APPENDIX E

UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SUNTEC REIT GROUP FOR 1HFY2024

The 1HFY2024 Financial Statements set out below have been extracted from the announcement by the Manager on 25 July 2024 and were not specifically prepared for inclusion in this Circular. The figures have not been audited.

Interim Financial Information
For the six months period ended 30 June 2024

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Introduction

Suntec Real Estate Investment Trust ("Suntec REIT") is a real estate investment trust constituted by the Trust Deed entered into on 1 November 2004 (as amended) between ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited) as the Manager of Suntec REIT and HSBC Institutional Trust Services (Singapore) Limited as the Trustee of Suntec REIT.

Suntec REIT owns Suntec City Mall which comprises approximately 822,000 sq. ft of net lettable area and certain office units in Suntec Towers One, Two and Three and the whole of Suntec Towers Four and Five, which form part of the integrated commercial development known as "Suntec City". The property portfolio also comprises 66.3 per cent effective interest in Suntec Singapore Convention & Exhibition Centre and approximately 144,000 sq. ft of net lettable area of Suntec City Mall ("Suntec Singapore"), a one-third interest in One Raffles Quay ("ORQ") and a one-third interest in Marina Bay Financial Centre Towers 1 and 2, and the Marina Bay Link Mall (collectively known as "MBFC Properties"). Suntec REIT also holds a 100 per cent interest in the commercial building located at 177 Pacific Highway, Sydney, Australia ("177 Pacific Highway"), a 100 per cent interest in the commercial building located at 21 Harris Street, Pyrmont, Sydney, Australia ("21 Harris Street"), a 50.0 per cent interest in Southgate Complex, Melbourne, Australia ("Southgate Complex"), a 50.0 per cent interest in a commercial building, Olderfleet, at 477 Collins Street, Melbourne, Australia ("Olderfleet, 477 Collins Street"), a 100 per cent interest in a freehold office building at 55 Currie Street, Adelaide, Australia ("55 Currie Street") and a 50.0 per cent interest in two grade A office buildings with ancillary retail in Victoria, West End, London, United Kingdom ("Nova Properties") and a 100 per cent interest in a Grade A office building with ancillary retail located at 3 Minster Court, City of London, United Kingdom ("The Minster Building").

Summary of results For the six months period ended 30 June 2024

	Gro		
	Six-month period ended 30.6.2024 \$'000	Six-month period ended 30.6.2023 \$'000	Change %
Gross revenue	226,882	224,300	1.2
Net property income	150,993	153,304	(1.5)
Income from joint ventures - loans to joint ventures - share of profits	49,655 8,237 41,418	46,159 8,866 37,293	7.6 (7.1) 11.1
Distribution income - from operations - from capital	88,692 88,692 -	100,502 89,002 11,500	(11.8) (0.3) n.m.
Number of issued and issuable units at the end of the period entitled to distribution ('000) ^(a)	2,917,972	2,893,383	0.8
Distribution per Unit ("DPU") (cents) (a), (b) - 1 January to 31 March (c) - 1 April to 30 June	3.042 1.511 1.531	3.476 1.737 1.739	(12.5) (13.0) (12.0)

n.m. - not meaningful

Footnotes:

- (a) The computation of Distribution per Unit for the period from 1 April 2024 to 30 June 2024 is based on the number of units entitled to distribution:
 - (i) The number of units in issue as at 30 June 2024 of 2,913,675,445; and
 - (ii) The units issuable to the Manager by 30 July 2024 as partial satisfaction of asset management base fees incurred for the period from 1 April 2024 to 30 June 2024 of 4,296,557.
- (b) Please refer to Distribution statement on Page 6.
- (c) Distribution of 1.511 cents per unit for the period 1 January 2024 to 31 March 2024 was paid on 30 May 2024.

Statements of financial position As at 30 June 2024

		Group		Trust	
	Note	30.6.2024	31.12.2023	30.6.2024	31.12.2023
		\$'000	\$'000	\$'000	\$'000
Non-current assets Plant and equipment Investment properties Interests in joint ventures Interests in subsidiaries Long term investment	3 4	1,190 7,960,354 2,843,927 —	1,697 7,964,809 2,829,479	405 5,350,825 898,857 2,674,863 637	927 5,375,239 901,918 2,601,034 637
Derivative assets		17,297	24,387	6,869	6,657
		10,822,768	10,820,372	8,932,456	8,886,412
Current assets Investment properties held for sale Derivative assets Trade and other receivables Cash and cash equivalents	3	25,184 9,550 54,048 186,862 275,644	39,761 11,239 39,931 217,925 308,856	25,184 1,951 38,795 50,486 116,416	39,761 412 19,852 89,077 149,102
Total assets		11,098,412	11,129,228	9,048,872	9,035,514
Current liabilities Interest-bearing borrowings Trade and other payables Derivative liabilities Security deposits Current tax liabilities	5	501,855 120,221 262 21,206 4,121	399,853 119,998 192 23,628 8,699	299,760 119,020 262 17,697	399,853 120,574 192 16,866
		647,665	552,370	436,739	537,485
Non-current liabilities Interest-bearing borrowings Security deposits Derivative liabilities Deferred tax liabilities	5	3,733,918 61,790 3,887 56,636 3,856,231	3,860,497 60,386 14,630 57,445 3,992,958	2,817,713 50,734 3,887 – 2,872,334	2,708,348 51,363 12,926 - 2,772,637
Total liabilities		4,503,896	4,545,328	3,309,073	3,310,122
Net assets		6,594,516	6,583,900	5,739,799	5,725,392

Statements of financial position (cont'd) As at 30 June 2024

		Group		Trust	
	Note	30.6.2024	31.12.2023	30.6.2024	31.12.2023
Represented by:		\$'000	\$'000	\$'000	\$'000
Unitholders' funds Perpetual securities holders	6	6,118,672 348,002	6,107,793 348,040	5,391,797 348,002	5,377,352 348,040
Non-controlling interests		127,842	128,067		
		6,594,516	6,583,900	5,739,799	5,725,392
Units in issue ('000)	7	2,913,675	2,897,274	2,913,675	2,897,274
Net asset value per Unit (S\$)	8	2.097	2.099	1.848	1.848

Statement of total return For the six months period ended 30 June 2024

	Note	Gro Six-months period ended 30.6.2024 \$'000	Six-months period ended 30.6.2023 \$'000	Change
Gross revenue Property expenses		226,882 (75,889)	224,300 (70,996)	1.2 (6.9)
Net property income		150,993	153,304	(1.5)
Other income Share of profit of joint ventures		674 41,418	2,379 37,293	(71.7) 11.1
Finance income Finance costs		10,081 (88,446)	11,467 (84,930)	(12.1) (4.1)
Net finance costs Asset management fees		(78,365)	(73,463)	(6.7)
- base fee - performance fee Trust expenses		(20,498) (9,997) (3,396)	(20,387) (9,966) (3,611)	(0.5) (0.3) 6.0
Net income Net change in fair value of financial derivatives Net change in fair value of investment		80,829 5,371	85,549 (7,290)	(5.5) 173.7
properties Net gain from divestment of investment properties	3	- 8,618	578	n.m. n.m.
Total return for the period before tax Tax expense	9	94,818 (5,864)	78,837 (7,533)	20.3 22.2
Total return for the period after tax		88,954	71,304	24.8
Attributable to: Unitholders of the Trust and perpetual securities holders Non-controlling interests		88,242 712 88,954	72,118 (814) 71,304	22.4 187.5 24.8
Earnings per Unit (cents) Basic	10	2.791	2.257	23.7
Diluted	10	2.783	2.251	23.6

n.m. – not meaningful

Distribution statement For the six months period ended 30 June 2024

	Gro Six-months period ended 30.6.2024 \$'000	Six-months period ended 30.6.2023 \$'000
Amount available for distribution to Unitholders at the beginning of the period	54,153	57,270
Total return attributable to Unitholders and perpetual securities holders before distribution Less: Total return attributable to perpetual securities holders Net tax adjustments (Note A)	88,242 (6,968) (68,815)	72,118 (6,930) (53,094)
Taxable income Add: Dividend income (Note B)	12,459 76,233	12,094 76,908
Others (Note C) Amount available for distribution to Unitholders	142,845	11,500
Distribution to Unitholders		
Distribution of 1.990 cents per Unit for period from 1/10/2022 to 31/12/2022 Distribution of 1.737 cents per Unit for period from	-	(57,445)
1/1/2023 to 31/3/2023 Distribution of 1.866 cents per Unit for period from 1/10/2023 to 31/12/2023	(54,290)	(50,197)
Distribution of 1.511 cents per Unit for period from 1/1/2024 to 31/3/2024	(44,026)	-
Distribution to Unitholders	(98,316)	(107,642)
Income available for distribution to Unitholders at end of the period	44,529	50,130
Distribution per Unit (cents) from 1 January to 30 June (Note D)	3.042	3.476

Distribution statement (cont'd) For the six months period ended 30 June 2024

Note A

	Gro	oup
	Six-months period ended 30.6.2024 \$'000	Six-months period ended 30.6.2023 \$'000
Net tax adjustments comprise:		
Asset management fee paid/payable in Units	14,121	14,075
Amortisation of transaction costs	4,611	4,700
Net profit from subsidiaries and joint ventures	(77,935)	(82,350)
Net foreign currency exchange differences	(358)	(332)
Net change in fair value of financial derivatives	(5,292)	8,653
Net change in fair value of investment properties		(578)
Net gain from divestment of investment properties	(8,618)	·
Sinking fund contribution	2,773	4,106
Trustee's fees	1,013	1,024
Deferred tax	469	948
Other items (1)	401	(3,340)
Net tax adjustments	(68,815)	(53,094)

⁽¹⁾ This mainly relates to non-tax-deductible expenses and rollover adjustments after finalisation of prior year adjustments.

Distribution statement (cont'd)
For the six months period ended 30 June 2024

Note B

This relates to the dividend income and distribution of profits received from subsidiaries and a joint venture.

Wholly owned subsidiaries Six-months period ended 30.6.2024 \$'000 Six-months period ended 30.6.2023 \$'000 Wholly owned subsidiaries \$'000 \$'000 Comina Investment Limited 13,437 13,094 Suntec Harmony Pte. Ltd. 3,200 - Suntec REIT Capital Pte. Ltd. 9,500 9,400 Suntec REIT (Australia) Trust 19,144 26,205 Suntec REIT UK 1 Pte. Ltd. 8,195 9,016 Victoria Circle Unit Trust 1 7 9 Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 Joint Venture BFC Development LLP 19,640 16,179 76,233 76,908		Gro	oup
Comina Investment Limited 13,437 13,094 Suntec Harmony Pte. Ltd. 3,200 - Suntec REIT Capital Pte. Ltd. 9,500 9,400 Suntec REIT (Australia) Trust 19,144 26,205 Suntec REIT UK 1 Pte. Ltd. 8,195 9,016 Victoria Circle Unit Trust 1 7 9 Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 Joint Venture BFC Development LLP 19,640 16,179		period ended 30.6.2024	period ended 30.6.2023
Suntec Harmony Pte. Ltd. 3,200 - Suntec REIT Capital Pte. Ltd. 9,500 9,400 Suntec REIT (Australia) Trust 19,144 26,205 Suntec REIT UK 1 Pte. Ltd. 8,195 9,016 Victoria Circle Unit Trust 1 7 9 Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 Joint Venture BFC Development LLP 19,640 16,179	Wholly owned subsidiaries		
Suntec REIT Capital Pte. Ltd. 9,500 9,400 Suntec REIT (Australia) Trust 19,144 26,205 Suntec REIT UK 1 Pte. Ltd. 8,195 9,016 Victoria Circle Unit Trust 1 7 9 Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 56,593 60,729 Joint Venture BFC Development LLP 19,640 16,179	Comina Investment Limited	13,437	13,094
Suntec REIT (Australia) Trust 19,144 26,205 Suntec REIT UK 1 Pte. Ltd. 8,195 9,016 Victoria Circle Unit Trust 1 7 9 Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 56,593 60,729 Joint Venture BFC Development LLP 19,640 16,179	Suntec Harmony Pte. Ltd.	3,200	_
Suntec REIT UK 1 Pte. Ltd. 8,195 9,016 Victoria Circle Unit Trust 1 7 9 Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 56,593 60,729 Joint Venture BFC Development LLP 19,640 16,179	Suntec REIT Capital Pte. Ltd.	9,500	9,400
Victoria Circle Unit Trust 1 7 9 Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 56,593 60,729 Joint Venture 19,640 16,179	Suntec REIT (Australia) Trust	19,144	26,205
Victoria Circle Unit Trust 2 7 9 Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 56,593 60,729 Joint Venture BFC Development LLP 19,640 16,179	Suntec REIT UK 1 Pte. Ltd.	8,195	9,016
Suntec REIT UK (LP) Pte. Ltd. 3,103 2,996 56,593 60,729 Joint Venture 8FC Development LLP 19,640 16,179	Victoria Circle Unit Trust 1	7	9
Joint Venture 56,593 60,729 BFC Development LLP 19,640 16,179	Victoria Circle Unit Trust 2	7	9
Joint Venture BFC Development LLP 19,640 16,179	Suntec REIT UK (LP) Pte. Ltd.	3,103	2,996
BFC Development LLP 19,640 16,179		56,593	60,729
	Joint Venture		
76,233 76,908	BFC Development LLP	19,640	16,179
		76,233	76,908

Note C

This relates to a portion of the sales proceeds from disposal of an investment property in December 2015.

Note D

The Distribution per Unit relates to the distributions in respect of the relevant financial period. The distribution for the fourth quarter of the financial year will be paid subsequent to the reporting date.

Statements of movements in unitholders' funds For the six months period ended 30 June 2024

		Six-months period ended 30.6.2023		ust Six-months period ended 30.6.2023
	\$'000	\$'000	\$'000	\$'000
Unitholders' funds at the beginning of the period Total return attributable to Unitholders and	6,107,793	6,116,353	5,377,352	5,188,508
perpetual securities holders	88,242	72,118	110,607	123,802
Less: Total return attributable to perpetual securities holders	(6,968)	(6,930)	(6,968)	(6,930)
Hedging reserve Effective portion of changes in fair value of cash flow hedges (1) Foreign currency translation reserve Translation differences from financial statements of foreign operations	2,185 16,614	17 43,368	-	
Net gain recognised directly in Unitholders' funds	18,799	43,385	-	-
Unitholders' transactions				
Creation of Units -asset management fees payable in Units ⁽²⁾ Units to be issued	4,553	4,495	4,553	4,495
-asset management fees payable in Units ⁽²⁾ Distributions to Unitholders	4,569 (98,316)	4,596 (107,642)	4,569 (98,316)	4,596 (107,642)
Net decrease in Unitholders' funds resulting from Unitholders' transactions	(89,194)	(98,551)	(89,194)	(98,551)
Unitholders' funds at end of the period	6,118,672	6,126,375	5,391,797	5,206,829

⁽¹⁾ This represents the Group's share of fair value change of the cash flow hedges as a result of interest rate swaps entered into by subsidiaries and joint ventures.

This represents the value of units issued and to be issued the Manager as partial satisfaction of asset management fees incurred for the financial period from 1 January to 30 June. The asset management base fee units for the quarter ended 30 June 2024 are to be issued within 30 days from quarter end.

Statements of movements in unitholders' funds (cont'd) For the six months period ended 30 June 2024

		Six-months period ended 30.6.2023 \$'000	Tri Six-months period ended 30.6.2024 \$'000	Six-months period ended 30.6.2023 \$'000
Perpetual securities holders at the beginning of the period	348,040	348,040	348,040	348,040
Total return attributable to perpetual securities holders	6,968	6,930	6,968	6,930
Transactions with perpetual securities holders				
Distribution to perpetual securities holders	(7,006)	(6,968)	(7,006)	(6,968)
Net decrease resulting from transactions with perpetual securities holders	(7,006)	(6,968)	(7,006)	(6,968)
Perpetual securities holders at the end of the period	348,002	348,002	348,002	348,002
Non-controlling interests at the beginning of the period Total return attributable to non-controlling interests	128,067 712	119,726 (814)	-	- -
Share of hedging reserve	748	-	_	-
Transactions with non-controlling interests				
Distribution to non-controlling interests	(1,685)	_	_	_
Net decrease resulting from transactions with non-controlling interests	(1,685)			
Non-controlling interests at the end of the period	127,842	118,912	_	

Suntec Real Estate Investment Trust and its Subsidiaries

Portfolio statements As at 30 June 2024

Group											
3000	Tenure of	Term of	Remaining Term of	-	Existing	Comr Occupa	Committed Occupancy Rate	Carryin	Carrying Value	Percentag Unitholde	Percentage of Total Unitholders' funds
Description of Floberty	ב פ	Leave	Lease		es O	30.6.2024 %	as at 31.12.2023 %	30.6.2024	31.12.2023	30.6.2024 %	45 dt 1 31.12.2023 %
Investment properties in Singapore	gapore					2	2))))	2	2
Suntec City Mall	Leasehold	99 years	64 years	3 Temasek Boulevard	Commercial	92.6	92.6	2,143,770	2,143,000	35.0	35.1
Suntec City Office Towers	Leasehold	99 years	64 years	5 - 9 Temasek Boulevard	Commercial	100	100	3,207,055	3,232,239	52.4	52.9
Suntec Singapore^	Leasehold	99 years	64 years	1 Raffles Boulevard	Commercial	n.m	n.m.	729,909	729,700	11.9	12.0
Investment properties in Australia	itralia			: : :							
177 Pacific Highway	Freehold	ı	ı	177 – 199 Pacific Highway, North Sydney	Commercial	100	100	621,735	618,567	10.2	10.1
21 Harris Street	Freehold	ı	I	21 Harris Street, Pyrmont, New South Wales	Commercial	98.8	8.86	255,844	255,337	4.2	4.2
55 Currie Street	Freehold	I	I	55 Currie Street, Adelaide	Commercial	56.2	56.2	120,834	115,712	2.0	1.9
Olderfleet, 477 Collins Street	Freehold	ı	ı	477 Collins Street, Melbourne	Commercial	100	100	405,863	404,586	9.9	9.9
Investment property in United Kingdom	d Kingdom										
The Minster Building	Leasehold	999 years	966 years	21 Mincing Lane, EC3, London	Commercial	91.3	87.3	475,344	465,668 ⁽¹⁾	7.8	9.7
Investment properties Investment properties held for sale Interests in joint ventures	or sale							7,960,354 25,184 ⁽²⁾ 2,843,927	7,964,809 39,761 ⁽²⁾ 2,829,479	130.1 0.4 46.5	130.4 0.7 46.3
Other assets and liabilities (net)	net)							10,829,465 (4,234,949)	10,834,049 (4,250,149)	177.0 (69.2)	177.4 (69.6)
Net assets Perpetual securities holders Non-controlling interests								6,594,516 (348,002) (127,842)	6,583,900 (348,040) (128,067)	107.8 (5.7) (2.1)	107.8 (5.7) (2.1)
Unitholders' funds								6,118,672	6,107,793	100.0	100.0

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denotes Suntec Singapore Convention and Exhibition Centre.

The valuation reflects the price that would be received from the sale of the investment property where the Purchaser's cost (including stamp duty) is assumed to be 6.8%, in line with accounting stamp standards. The valuation based on the price that would be received for the sale of the special purpose vehicle holding the investment property where the Purchaser's cost (excluding stamp duty) is assumed to be 1.8% is \$498.1 million (2023: \$488.5 million).

As at 30 June 2024, investment properties with a carrying value of \$25,184,000 (2023: \$39,761,000) relating to the proposed divestment of two (2023: three) strata units of Suntec City Office have been reclassified to investment properties held for sale (Note 3). < E

⁽²⁾

Suntec Real Estate Investment Trust and its Subsidiaries

Portfolio statements (cont'd) As at 30 June 2024

Trust											
Description of Dronarty	Tenure of	Term of	Remaining Term of	notion	Existing	Com	Committed Occupancy Rate	Carrying Value	g Value	Percentage of Total Unitholders' funds	e of Total rs' funds
		Lease	Leason		р 0	30.6.2024 %	31.12.2023 %	30.6.2024 \$'000	31.12.2023 \$'000	30.6.2024 %	31.12.2023 %
Investment properties in Singapore	gapore								•		
Suntec City Mall	Leasehold	99 years	64 years	3 Temasek Boulevard	Commercial	92.6	92.6	2,143,770	2,143,000	39.8	39.9
Suntec City Office Towers	Leasehold	99 years	64 years	5 - 9 Temasek Boulevard	Commercial	100	100	3,207,055	3,232,239	59.5	60.1
Investment properties								5,350,825	5,375,239	99.2	100.0
Investment properties held for sale	or sale							25,184 ⁽¹⁾	39,761(1)	0.5	0.7 16.8
Interests in subsidiaries								2,674,863	2,601,034	49.6	48.4
Other assets and liabilities (net)	net)							8,949,729 (3,209,930)	8,917,952 (3,192,560)	166.0 (59.5)	165.9 (59.4)
Net assets Perpetual securities holders								5,739,799 (348,002)	5,725,392 (348,040)	106.5 (6.5)	106.5
Unitholders' funds								5,391,797	5,377,352	100.0	100.0

As at 30 June 2024, investment properties with a carrying value of \$25, 184,000 (2023: \$39,761,000) relating to the proposed divestment of two (2023: three) strata units of Suntec City Office have been reclassified to investment properties held for sale (Note 3). 9

Portfolio statements (cont'd) As at 30 June 2024

Note:

Suntec City Mall is one of Singapore's largest shopping mall and comprises approximately 822,000 sq. ft of net lettable area.

Suntec City Office Towers comprise 12 (2023: 12) strata lots in Suntec City Office Tower One, 1 (2023: 1) strata lot in Suntec City Office Tower Two, 71 (2023: 74) strata lots in Suntec City Office Tower Three and all (2023: all) the strata lots in Suntec City Office Towers Four and Five.

Suntec Singapore comprises more than one million square feet of versatile floor space over six levels which includes approximately 144,000 square feet of retail space.

177 Pacific Highway is a 31-storey commercial building located in North Sydney, Australia.

21 Harris Street is a 9-storey commercial office building located in Pyrmont, New South Wales, Australia.

55 Currie Street is a 12-storey commercial building located in Adelaide, Australia.

Olderfleet, 477 Collins Street is a 40-storey office building located in Melbourne, Australia.

The Minster Building is a 11-storey office building located in London, United Kingdom.

The carrying amounts of the investment properties as at 30 June 2024 were based on independent valuations undertaken by Cushman & Wakefield VHS Pte. Ltd., Jones Lang LaSalle Advisory Services Pty Ltd, and Colliers International Property Consultants Limited as at 31 December 2023, adjusted for capital expenditure incurred subsequent to the valuation date and translation differences. The Group has assessed that the carrying amounts of these investment properties as at 30 June 2024 approximate their fair values.

Statement of cash flows For the six months period ended 30 June 2024

	Group		
	Six-month period ended 30.6.2024 \$'000	Six-month period ended 30.6.2023 \$'000	
Cash flows from operating activities			
Total return before tax	94,818	78,837	
Adjustments for:			
Reversal of impairment on trade receivables	(194)	(98)	
Asset management fees paid/payable in Units	14,121	14,075	
Depreciation of plant and equipment	281	317	
Assets written off	518	_	
Net change in fair value of financial derivatives	(5,371)	7,290	
Net change in fair value of investment properties	_	(578)	
Net finance costs	78,365	73,463	
Net gain from divestment of investment properties	(8,618)	(07.000)	
Share of profit of joint ventures	(41,418)	(37,293)	
Operating cash flows before changes in working capital	132,502	136,013	
Changes in working capital:			
Trade and other receivables	3,466	(27,056)	
Trade and other payables	(17,657)	`11,724 [′]	
Cash generated from operations activities	118,311	120,681	
Income taxes paid, net	(4,672)	(19,554)	
Net cash flows from operating activities	113,639	101,127	
Cash flows from investing activities			
Capital expenditure on investment properties	(4,620)	(1,938)	
Deposit received from divestment of investment properties	` [′] 315 [′]	`´254 [´]	
Dividend income received from joint ventures	16,643	19,089	
Interest received from loan to joint ventures	9,704	11,468	
Additional investments in joint ventures	(2,183)	_	
Purchase of plant and equipment	(293)	(811)	
Loan repayment by joint ventures	12,339	583,854	
Net proceeds from divestment of investment properties	47,871	_	
Net cash from investing activities	79,776	611,916	

Statement of cash flows (cont'd) For the six months period ended 30 June 2024

	Gro	oup
	Six-month period ended 30.6.2024 \$'000	Six-month period ended 30.6.2023 \$'000
Cash flows from financing activities		
Distributions to Unitholders	(98,316)	(107,642)
Distributions to perpetual securities holders	(7,006)	(6,968)
Dividends paid to non-controlling interests	(1,685)	
Financing cost paid	(85,803)	(80,506)
Repayment of medium-term notes	_	(180,000)
Proceeds from interest-bearing loans	950,000	546,000
Repayment of interest-bearing loans	(982,862)	(940,961)
Net cash flows used in financing activities	(225,672)	(770,077)
	(00.057)	(57.004)
Net decrease in cash and cash equivalents	(32,257)	(57,034)
Cash and cash equivalents at beginning of the period	217,925	269,610
Effects on exchange rate fluctuations on cash held	1,194	1,787
Cash and cash equivalents at end of the period	186,862	214,363

Significant non-cash transactions

There were the following non-cash transactions:

Six-month period ended 30 June 2024

The Group had issued or would be issuing a total of 8,537,053 Units to the Manager, amounting to approximately \$9.1 million at unit prices ranging from \$1.0633 to \$1.0738 as satisfaction of the asset management fees payable in Units in respect of the period ended 30 June 2024.

Six-month period ended 30 June 2023

The Group had issued or would be issuing a total of 6,702,762 Units to the Manager, amounting to approximately \$9.1 million at unit prices ranging from \$1.2967 to \$1.4234 as satisfaction of the asset management fees payable in Units in respect of the period ended 30 June 2023.

Notes to interim financial statements For the six months period ended 30 June 2024

1. Corporate information

Suntec Real Estate Investment Trust (the "Trust") is a Singapore-domiciled unit trust constituted pursuant to the trust deed dated 1 November 2004 (as amended) (the "Trust Deed") between ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited) (the "Manager") and HSBC Institutional Trust Services (Singapore) Limited (the "Trustee"). The Trust Deed is governed by the laws of the Republic of Singapore. The Trustee is under a duty to take into custody and hold the assets of the Trust in trust for the holders ("Unitholders") of Units in the Trust (the "Units").

The Trust was formally admitted to the Official List of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 9 December 2004 and was included in the Central Provident Fund ("CPF") Investment Scheme on 9 December 2004.

The principal activity of the Trust and its subsidiaries is to invest in income producing real estate and real estate related assets, which are used or substantially used for commercial purposes, with the primary objective of achieving an attractive level of return from rental income and for long-term capital growth.

The interim financial statements ("Financial Statements") relate to the Trust and its subsidiaries (the "Group").

2. Basis of preparation

The Financial Statements has been prepared in accordance with the Statement of Recommended Accounting Practice ("RAP") 7 "Reporting Framework for Investment Funds" issued by the Institute of Singapore Chartered Accountants, and the applicable requirements of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore and the provisions of the Trust Deed and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended 31 December 2023. RAP 7 requires the accounting policies to generally comply with the recognition and measurement principles of Financial Reporting Standards in Singapore ("FRS").

The Financial Statements do not contain all of the information required for full annual financial statements.

The Financial Statements have been prepared on a historical cost basis, except for the investment properties and financial derivatives which are stated at their fair values.

The Financial Statements are presented in Singapore dollars which is the Trust's functional currency. All financial information presented in Singapore dollars has been rounded to the nearest thousand, unless otherwise stated.

The preparation of the Financial Statements in conformity with RAP 7 requires the Manager to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

2. Basis of preparation (cont'd)

In preparing these Financial Statements, significant judgements made by the Manager in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2023.

The accounting policies applied by the Group in these Financial Statements are the same as those applied by the Group in its financial statements as at and for the year ended 31 December 2023, except that the Group adopted various revised standards that are effective for annual periods beginning on 1 January 2024. The adoption of the revised standards did not have a material impact on the Group's Financial Statements.

3. Investment properties

	Gro	oup	Trust	
	30.6.2024 \$'000	31.12.2023 \$'000	30.6.2024 \$'000	31.12.2023 \$'000
Balance at beginning of the period Capital expenditure Capitalisation of straight-line rental	7,964,809 4,620	7,906,828 9,848	5,375,239 770	5,215,000 3,003
income	1,513	3,625	_	_
Tenant incentives	4,152	4,120	_	_
Divestments Reclassification to investment properties held for sale	– (25,184)	(32,734)	(25,184)	(32,734)
properties field for sale	(23, 104)	(39,701)	(23, 104)	(39,701)
Changes in fair value Effects of movements in	7,949,910 –	7,851,926 109,859	5,350,825 —	5,145,508 229,731
exchange rates	10,444	3,024	_	
Balance at end of the period	7,960,354	7,964,809	5,350,825	5,375,239

As at 30 June 2024, Suntec REIT had completed the divestment of three strata units in Suntec City Office and granted Options to Purchase for another two strata units in Suntec City Office to unrelated third parties. The carrying value of these two (2023: three) strata units have been reclassified to investment properties held for sale.

The carrying amounts of the investment properties as at 30 June 2024 were based on independent valuations undertaken by Cushman & Wakefield VHS Pte. Ltd., Jones Lang LaSalle Advisory Services Pty Ltd, and Colliers International Property Consultants Limited as at 31 December 2023, adjusted for capital expenditure incurred subsequent to the valuation date and translation differences. The Group has assessed that the carrying amounts of these investment properties as at 30 June 2024 approximate their fair values.

Notes to interim financial statements For the six months period ended 30 June 2024

3. Investment properties (cont'd)

Measurement of fair value

The fair values of investment properties were determined by external independent valuers having appropriate recognised professional qualifications and recent experience in the location and category of properties being valued. Independent valuations of the investment properties are carried out at least once a year.

The valuers have considered valuation techniques including the discounted cash flow method, capitalisation approach and/or direct comparison method. The discounted cash flow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return to arrive at the market value. The capitalisation approach capitalises an income stream into a present value using single-year capitalisation rates. The direct comparison method involves the analysis of comparable sales of similar properties, with adjustments made to differentiate the comparable in terms of location, area, quality and other relevant factors.

The valuation technique(s) considered by valuers for each property is in line with market practices generally adopted in the jurisdiction in which the property is located.

4. Interests in joint ventures

	Gre	Group		ust
	30.6.2024 \$'000	31.12.2023 \$'000	30.6.2024 \$'000	31.12.2023 \$'000
Investment in joint ventures Loans to joint ventures	2,268,824 575,103	2,255,291 574,188	847,514 51,343	850,574 51,344
	2,843,927	2,829,479	898,857	901,918

Included in the Group's loans to joint ventures as at 30 June 2024 are amounts of \$312.8 million (2023: \$310.0 million which bear interest ranging from 5.00% to 6.23% (2023: 5.00% to 6.33%) per annum. The remaining balances are interest-free.

The Trust's loans to joint ventures bear interest between 6.16% to 6.23% (2023: 5.80% to 6.33%) per annum.

The loans to joint ventures have no fixed terms of repayment. The loans to joint ventures represent the Group's and the Trust's net investments in the joint ventures and the settlement of these loans is neither planned nor likely to occur in the foreseeable future. Accordingly, the loans are classified as non-current.

4. Interests in joint ventures (cont'd)

Details of the material joint ventures are as follows:

Name of joint ventures	Principal place of business	held by t	uity interest the Group 31.12.2023 %
One Raffles Quay Pte. Ltd.	Singapore	33.33	33.33
BFC Development LLP	Singapore	33.33	33.33
Southgate Trust	Australia	50.0	50.0
Nova Limited Partnership	United Kingdom	50.0	50.0
Nova Residential Limited Partnership	United Kingdom	50.0	50.0

One Raffles Quay Pte. Ltd. owns One Raffles Quay, Singapore.

BFC Development LLP ("BFCDLLP") owns Marina Bay Financial Centre Towers 1 and 2 and the Marina Bay Link Mall, Singapore.

Suntec REIT (Australia) Trust owns 50% interest in Southgate Trust which in turn, owns 100% in Southgate Complex, Melbourne, Australia.

Nova Limited Partnership owns the properties, Nova North, Nova South, and commercial units in The Nova Building, United Kingdom.

Nova Residential Limited Partnership holds the residential ground lease in The Nova Building, United Kingdom.

5. Interest-bearing borrowings

	Gr	oup	Tr	ust
	30.6.2024	31.12.2023	30.6.2024	31.12.2023
	\$'000	\$'000	\$'000	\$'000
Term loans				
-secured	1,841,714	1,472,144	945,060	537,110
-unsecured	2,394,059	2,788,206	2,172,413	2,571,091
	4,235,773	4,260,350	3,117,473	3,108,201
Classified as:				
Current	501,855	399,853	299,760	399,853
Non-current	3,733,918	3,860,497	2,817,713	2,708,348
	4,235,773	4,260,350	3,117,473	3,108,201

Notes to interim financial statements
For the six months period ended 30 June 2024

5. Interest-bearing borrowings (cont'd)

Secured loans

As at 30 June 2024, the Group has in place the following loan facilities:

- S\$388.0 million secured term loan facility, bank guarantee facility and revolving credit facility (2023: S\$388.0 million secured term loan facility and revolving credit facility);
- S\$950.0 million (2023: S\$540.0 million) secured syndicated term loan facility;
- A\$450.0 million (2023: A\$450.0 million) secured term green loan facility; and
- GBP75.0 million (2023: GBP100.0 million) secured syndicated term loan facility.

As at 30 June 2024, the Group has drawn down S\$1,849.6 million (2023: S\$1,478.8 million) of the secured facilities.

The facilities are secured on the following:

- A first legal mortgage on Suntec Singapore, Suntec City Mall, 177 Pacific Highway, 55 Currie Street and 21 Harris Street (2023: Suntec Singapore, Suntec City Mall, 177 Pacific Highway, 55 Currie Street and 21 Harris Street);
- A first fixed charge over the central rental collection account in relation to the Suntec Singapore and Suntec City Mall (2023: Suntec Singapore and Suntec City Mall);
- A first registered general security over the rental collection accounts in relation to the 177 Pacific Highway, 55 Currie Street and 21 Harris Street, supported by account bank deeds from the account banks (2023: 177 Pacific Highway, 55 Currie Street and 21 Harris Street):
- An assignment of the rights, title and interest in the key documents and the proceeds in connection with Suntec Singapore and Suntec City Mall (2023: Suntec Singapore and Suntec City Mall);
- An assignment of the rights, title and interest in the insurance policies in relation to Suntec Singapore and Suntec City Mall (2023: Suntec Singapore and Suntec City Mall);
- A fixed and floating charge over the assets of a subsidiary in relation to Suntec Singapore (2023: Suntec Singapore), agreements, collateral, as required by the financial institutions granting the facility;
- A first registered specific security deed in respect of all units and shares in, and any shareholder loans to Suntec REIT 177 Trust, Suntec REIT 55 Trust and Suntec REIT 21 Trust (2023: Suntec REIT 177 Trust, Suntec REIT 55 Trust and Suntec REIT 21 Trust);
- First ranking charge over units in the JPUTs, bank accounts of the JPUTs, and bank accounts of a subsidiary (2023: First ranking charge over units in the JPUTs, bank accounts of the JPUTs, and bank accounts of a subsidiary); and
- Corporate guarantees from the Trust.

Unsecured loans

Included in unsecured term loans are medium term notes ("EMTN") amounting to S\$500.0 million (2023: S\$500.0 million). The EMTN is issued by a wholly owned subsidiary of the Trust, and the funds are allocated for the Group's operations.

6. Perpetual securities holders

On 15 October 2020, the Trust updated its EMTN Programme ("Programme") to increase the Programme limit from US\$1,500.0 million to US\$2,000.0 million and to issue perpetual securities under the Programme. The Programme was renamed as the US\$2,000.0 million Euro Medium Term Securities Programme.

On 27 October 2020, the Trust issued \$\$200.0 million of fixed rate subordinated perpetual securities with an initial distribution rate of 3.80% per annum. The first distribution rate reset falls on 27 October 2025 with subsequent resets occurring every five years thereafter.

On 15 June 2021 the Trust issued S\$150.0 million of fixed rate subordinated perpetual securities with an initial distribution rate of 4.25% per annum. The first distribution rate reset falls on 15 June 2026 with subsequent resets occurring every five years thereafter.

The perpetual securities have no fixed redemption date and redemption is at the option of the Trust in accordance with the terms of issue of the securities. The distribution will be payable semi-annually at the discretion of the Trust and will be non-cumulative.

In terms of distribution payments or in the event of winding-up of the Trust:

- These perpetual securities rank pari passu with the holders of preferred Units (if any) and rank ahead of the Unitholders of the Trust, but junior to the claims of all other present and future creditors of the Trust.
- The Trust shall not declare or pay any distributions to the Unitholders, or make redemptions, unless the Trust declares or pays any distributions to the holders of the perpetual securities.

These perpetual securities are classified as equity instruments and recorded within the Statements of Movements in Unitholders' Funds. The S\$348.0 million (2023: S\$348.0 million) presented on the Statements of Financial Position represents the S\$350.0 million (2023: S\$350.0 million) perpetual securities net of issue costs and distributions made to perpetual securities holders and includes total return attributable to perpetual securities holders from the issue date.

7. Units in issue

	Group and Trust		
	30.6.2024	31.12.2023	
	'000	'000	
Units in issue:			
At the beginning of the period Issue of units:	2,897,274	2,875,948	
- asset management fees paid in Units	16,401	21,326	
Issued units at the end of the period	2,913,675	2,897,274	
Units to be issued:			
- asset management fees payable in Units	4,297	12,161	
Total issued and issuable Units at the end of the period	2,917,972	2,909,435	

Notes to interim financial statements For the six months period ended 30 June 2024

8. Net asset value per Unit

		Group		Group Tr		Trust	
	Note	30.6.2024 \$'000	31.12.2023 \$'000	30.6.2024 \$'000	31.12.2023 \$'000		
Net asset value per Unit is based on: Net assets attributable to							
Unitholders		6,118,672	6,107,793	5,391,797	5,377,352		
Total issued and issuable Units		'000	'000	'000	'000		
at the end of the period	7	2,917,972	2,909,435	2,917,972	2,909,435		

9. Total return before tax

The following items have been included in arriving at total return for the period before tax:

	Group		
	Six- months period ended 30.6.2024 \$'000	Six- months period ended 30.6.2023 \$'000	
Interest income Net foreign exchange gain	9,704 377	11,467 –	
Finance income	10,081	11,467	
Interest expense Amortisation of transaction costs Net foreign exchange loss	(82,518) (5,928) –	(77,136) (7,764) (30)	
Finance costs	(88,446)	(84,930)	
Depreciation of plant and equipment Assets written off Reversal of impairment on trade receivables	(281) (518) 194	(317) - 98	

10. Earnings per Unit

Basic earnings per Unit ("EPU") is based on:

	Six- months period ended 30.6.2024 \$'000	Six- months period ended 30.6.2023 \$'000
Total return for the period after tax attributable to Unitholders and perpetual securities holders Less: Total return for the period attributable to perpetual securities holders	88,242 (6,968)	72,118 (6,930)
Total return attributable to Unitholders	81,274	65,188
	Gr	of Units oup Six-month period ended 30.6.2023
Weighted average number of Units: - outstanding during the period		

In calculating diluted earnings per Unit, the weighted average number of Units in issue is as set out below:

		Number of Units Group	
	Six-month period ended 30.6.2024 '000	Six-month period ended 30.6.2023 '000	
Weighted average number of Units: - used in calculation of basic earning per Unit - to be issued in relation to asset management fees	2,911,602 8,974	2,888,305 7,368	
Weighted average number of Units - used in calculation of diluted earnings per Unit	2,920,576	2,895,673	

Notes to interim financial statements For the six months period ended 30 June 2024

11. Financial ratios

	Group		Tru	ust
	period ended	Six-month period ended 30.06.2023	period ended	period ended
Expenses to weighted average net assets ¹ - including performance component of				
asset management fees - excluding performance component of	1.06	1.06	1.08	1.12
asset management fees	0.74	0.75	0.73	0.76
Portfolio turnover rate ²	_	_	_	_

The annualised ratios are computed in accordance with the guidelines of the Investment Management Association of Singapore. The expenses used in the computation relate to expenses of the Group and the Trust, excluding property expenses, interest expense and income tax expense.

The annualised ratio is computed based on the lesser of purchases or sales of underlying investment properties of the Group and the Trust expressed as a percentage of daily average net asset value.

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes

A. Statements of Financial Position (Please refer to Pages 3-4)

i. Long term investment

This relates to the Trust's 0.1% direct interest in Victoria Circle Unit Trust 1 and Victoria Circle Unit Trust 2 (collectively, the "VCUTs") which indirectly holds 50.0% interest in Nova Properties. The remaining 99.9% interest in the VCUTs is held by Suntec REIT UK 1 Pte. Ltd., a wholly owned subsidiary of the Trust.

ii. Derivative assets & liabilities

This relates to foreign currency exchange contracts and interest rate swaps. The increase in net derivative assets for the Group was mainly due to favourable rate movements in relation to the interest rate swaps entered.

iii. Investment properties held for sale

As at 30 June 2024, investment properties held for sale for the Group and the Trust relate to two strata units in Suntec City Office where Options to Purchase have been granted to unrelated third parties. As at 31 December 2023, investment properties held for sale relate to three strata units in Suntec City Office for which Options to Purchase had been granted. The divestment of these three units have been completed in 1H FY24.

iv. Trade and other receivables

The increase for the Trust was mainly due to dividend receivable from joint ventures and a subsidiary. The increase for the Group was mainly due to dividend receivable from joint ventures, partially offset by collection of trade receivables.

v. Cash and cash equivalents

Please refer to Statement of Cash Flows on Pages 14-15.

vi. Interest-bearing borrowings

The interest-bearing borrowings are stated at amortised cost. The current portion of the interest-bearing borrowings as at 30 June 2024 for the Group relates to \$\$300.0 million medium-term notes at the Trust and a A\$225.0 million loan facility due in the next 12 months.

The decrease in current borrowings for the Trust was mainly due to loan repayments during the period, partially offset by reclassification of borrowings due in the next 12 months from non-current to current, while the increase in current borrowings for the Group was mainly due to reclassification of borrowings due in the next 12 months from non-current to current.

The increase in non-current borrowings for the Trust was mainly due to drawdown of the \$\$950.0 million sustainability linked loan during the year, partially offset by loan repayments and reclassification of borrowings due in the next 12 months from non-current to current.

The decrease in non-current borrowings for the Group was mainly due to reclassification of borrowings due in the next 12 months from non-current to current, partially offset by higher borrowings at the Trust.

vii. Current tax liabilities

The decrease in current tax liabilities at the Group was mainly due to payment of tax during the period, and additional provision for prior year taxes made as at 31 December 2023.

Explanatory Notes (cont'd)

B. Statement of Total Return (Please refer to Page 5)

i. Gross revenue

Gross revenue comprises mainly rental income from retail mall and offices, convention revenue and income from rental of atrium and media spaces.

	Group		
	1H FY24	1H FY23	Change
	\$'000	\$'000	%
Gross Revenue			
Suntec City	130,767	126,979	3.0
Suntec Singapore	39,286	34,730	13.1
177 Pacific Highway	17,434	17,926	(2.7)
21 Harris Street	9,235	9,195	0.4
55 Currie Street	4,356	7,650	(43.1)
Olderfleet, 477 Collins Street	13,367	13,464	(0.7)
The Minster Building	12,437	14,356	(13.4)
	226,882	224,300	1.2

For 1H FY24, the gross revenue was \$226.9 million, \$2.6 million or 1.2% higher year-on-year. The increase was mainly due to higher revenue from Suntec City, Suntec Singapore and 21 Harris Street. This was offset by lower revenue from 177 Pacific Highway, 55 Currie Street, Olderfleet, 477 Collins Street and The Minster Building.

Suntec City revenue increased by \$3.8 million or 3.0% year-on-year, mainly to due to higher retail revenue of \$3.0 million arising from higher rent. Revenue from Suntec City Office increased by \$0.8 million due to higher occupancy and rent. As at 30 June 2024, the committed occupancy of Suntec City Mall was 95.6%, a decline of 2.7 percentage point year-on-year while the committed occupancy of Suntec City Office achieved 100%, an increase of 0.1 percentage point year-on-year.

Suntec Singapore's revenue contribution of \$39.3 million in 1H FY24 comprises \$28.2 million from convention and \$11.1 million from retail as compared to \$24.2 million from convention and \$10.5 million from retail in 1H FY23. The convention revenue increased by \$4.0 million as a result of higher revenue from MICE, long-term licences and advertising. Suntec Singapore's retail revenue improved \$0.6 million compared to 1H FY23 mainly due to higher rent.

177 Pacific Highway gross revenue of \$17.4 million was 2.7% lower year-on-year mainly due to incentives given for new leases and renewals. 21 Harris revenue of \$9.2 million was 0.4% higher year-on-year as result of higher occupancy and rent.

55 Currie Street revenue of \$4.4 million for 1H FY24 was 43.1% lower compared to 1H FY23 due to lower occupancy arising from the exit of an anchor tenant. Gross revenue of Olderfleet, 477 Collins Street of \$13.4 million was 0.7% lower year-on-year due to the weaker Australian dollar.

As at 30 June 2024, the committed occupancy for 177 Pacific Highway and Olderfleet, 477 Collins Street maintained at 100%. The committed occupancy for 21 Harris Street increased by 3.5 percentage points to 98.8% while the committed occupancy for 55 Currie Street declined 43.8 percentage point to 56.2%.

Explanatory Notes (cont'd)

B. Statement of Total Return (Please refer to Page 5) (cont'd)

i. Gross revenue (cont'd)

The Minster Building revenue of \$12.4 million was 13.4% lower year-on-year mainly due to lower occupancy from the re-entry of a co-working tenant. As at 30 June 2024, the committed occupancy for The Minster Building was 91.3%, a decline of 8.7 percentage points.

ii. Net property income

	Group		
	1H FY24	1H FY23	Change
	\$'000	\$'000	%
Net Property Income			
Suntec City	95,137	91,387	4.1
Suntec Singapore	12,258	10,607	15.6
177 Pacific Highway	13,713	14,711	(6.8)
21 Harris Street	7,199	7,255	(0.8)
55 Currie Street	1,653	5,127	(67.8)
Olderfleet, 477 Collins Street	10,240	10,464	(2.1)
The Minster Building	10,793	13,753	(21.5)
	150,993	153,304	(1.5)

The net property income for 1H FY24 was \$151.0 million, \$2.3 million or 1.5% lower year-on-year, mainly attributable to lower contribution from The Minster Building and incentives for new and renewal leases at 177 Pacific Highway, higher vacancy at 55 Currie Street and the weaker Australian Dollar. The decrease was partially offset by higher contribution from Suntec City and Suntec Singapore.

iii. Other income

This relates to the income support in relation to 21 Harris Street, Olderfleet, 477 Collins Street, Nova Properties and The Minster Building. Other income for 1H FY24 was lower mainly due to the expiry of some income support arrangements.

iv. Share of profit of joint ventures

•	Group		
	1H FY24	1H FY23	Change
	\$'000	\$'000	%
Share of profit of joint ventures			
One-third interest in ORQ	13,398	13,053	2.6
One-third interest in MBFC Properties	19,526	16,104	21.2
50% interest in Southgate Complex	996	2,687	(62.9)
50% interest in Nova Properties	7,498	5,449	`37.6
•	41.418	37.293	11.1

Share of profits of joint ventures for 1H FY24 of \$41.4 million was 11.1% higher mainly due to increase in share of profits from ORQ and MBFC Properties as a result of higher occupancy and rent as well as the recovery of doubtful debts at Nova Properties. This was partially offset by lower share of profits from Southgate Complex mainly due to higher interest expense and incentives given.

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

B. Statement of Total Return (Please refer to Page 5) (cont'd)

iv. Share of profit of joint ventures (cont'd)

The committed occupancy for ORQ was 99.4%, 0.6 percentage point lower year-on-year while the committed occupancy at MBFC Towers 1 & 2 was 97.4%, 0.2 percentage point lower year-on-year. Southgate Complex's committed occupancy declined 1.3 percentage point to 87.3%. Nova Properties maintained 100% committed occupancy as at 30 June 2024.

v. Finance income

	Group		
	1H FY24	1H FY23	Change
	\$'000	\$'000	%
Interest income			
 Fixed deposits and current account 	1,467	2,601	(43.6)
- Loans to joint ventures	8,237	8,866	(7.1)
Net foreign exchange gain	377	_	n.m.
	10,081	11,467	(12.1)

Finance income was lower for 1H FY24 mainly due to less fixed deposits placed and lower interest earned from loans to joint ventures as the shareholder's loan to BFCDLLP was repaid by an external bank loan taken at the entity level.

vi. Finance costs

		Group	
	1H FY24	1H FY23	Change
	\$'000	\$'000	%
Interest expense	(82,518)	(77,136)	(7.0)
Amortisation and transaction costs	(5,928)	(7,764)	23.6
Net foreign exchange loss		(30)	n.m.
	(88,446)	(84,930)	(4.1)

Interest expense, comprising interest on bank loans, notes and interest rate swaps for 1H FY24 was higher compared to the corresponding period mainly due to higher interest rates.

Amortisation of transaction costs for 1H FY24 was lower compared to the corresponding period mainly due to higher write off of unamortised transaction costs in relation to prepayment of the Group's external borrowings in 1H FY23.

The all-in financing cost for the Group was 4.02% per annum for 1H FY24 (1H FY23 3.64%). The aggregate leverage ratio ("ALR") was 42.3% as at 30 June 2024 (31 Dec 2023: 42.3%).

As at 30 June 2024, the 12-months trailing interest coverage ratio and adjusted interest coverage ratio was 2.0 times and 1.9 times respectively (30 June 2023: 2.2 times and 2.1 times).

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

B. Statement of Total Return (Please refer to Page 5) (cont'd)

vii. Net change in fair value of financial derivatives

This relates to the net gain / (loss) arising from fair value remeasurement of the foreign currency exchange contracts, interest rate swaps. These have no significant impact on distributable income.

viii. Net change in fair value of investment properties

This relates to the net revaluation gain on investment properties and have no impact on distributable income. The gain in 1H FY23 relates to revaluation gain from Suntec Singapore, where a valuation was required for the purpose of bank loan refinancing. For the Group's other investment properties, there was no valuation exercise undertaken as at 30 June 2024 and as at 30 June 2023.

ix. Net gain from divestment of investment properties

For the Group and Trust, this relates to the completion of the divestment of three strata units in Suntec City Office in 1H FY24.

x. Income tax expense

This relates to income tax on operating profits and non-tax transparent income received, withholding tax as well as deferred tax provision. The income tax was lower year-on-year mainly due to reversal of over provision of prior year tax in 1H FY24.

xi. Earnings per Unit (cents)

EPU is higher in 1H FY24 mainly due to net gain from divestment of investment properties, gain on change in fair value of financial derivatives and higher share of profit from joint ventures, partially offset by higher property expense and interest expense.

C. Distribution Statement (Please refer to Pages 6 - 8)

The distribution income for 1H FY24 was \$88.7 million, 11.8% lower compared to the corresponding period. Excluding distribution income from capital of \$11.5 million declared in 1H FY23, distribution income for 1H FY24 was in line with 1H FY23.

The DPU for 1H FY24 was 3.042 cents per unit, 12.5% lower year-on-year mainly due to absence of distribution income from capital in 1H FY24.

Distribution of 1.511 cents per unit, or approximately \$44.0 million for the period from 1 January 2024 to 31 March 2024 was paid on 30 May 2024.

Distribution of 1.531 cents per unit, or approximately \$44.7 million for the period from 1 April 2024 to 30 June 2024 will be paid by end of August 2024.

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

D. Whether the figures have been audited, or reviewed and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard)

The interim financial statements as set out on pages 4 to 24 have been reviewed by Ernst & Young LLP in Singapore in accordance with the Singapore Standard on Review Engagement 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

E. Where the figures have been audited, or reviewed, the auditors' report (including any qualifications or emphasis of matter)

Please see attached review report.

F. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

The current results are broadly in line with the Trust's commentary made in the FY2023 Financial Results Announcement under item G. The Trust has not disclosed any financial forecast to the market.

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

G. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next operating period and the next 12 months

Based on the report released by the Ministry of Trade and Industry ("MTI") on 12 July 2024, the Singapore economy improved by 2.9% year-on-year in the second quarter of 2024. The Singapore economy is expected to grow between 1.0% to 3.0% in 2024.

Singapore Office

Core CBD Grade A office market will be supported by the limited new supply pipeline beyond 2024, and the below-average completions between 2025 and 2027¹. Occupiers are expected to continue focus on cost management in view of global macroeconomic uncertainties. However, flight to quality of office space continues to be businesses' talent attraction and retention strategy. Office demand is driven by smaller space requirements and technology, non-bank financial services and professional services continue to drive demand.

Revenue for our Singapore Office Portfolio is likely to strengthen on the back of past twentyfour consecutive quarters of positive rent reversions. Rent reversion for our Singapore Office Portfolio is expected to moderate but remain positive.

Singapore Retail

The Singapore Retail market has seen sales declined following a strong first quarter which had several high-profile concerts. Retail sales for April and May 2024 declined 6.2% and 2.0% year-on-year respectively². However, retailers remain optimistic about tourism recovery, and leasing demand remained strong, driven mainly by F&B operators.

Visitor arrivals to Singapore is expected to recover to about 86% of pre-COVID 2019 levels³. The return of tourists and the recovery of Meetings, Incentives, Conventions and Exhibitions ("MICE") events will help boost mall traffic and tenant sales. Though tenant sales slowed in the second quarter, retail sales could see improved momentum in the second half of 2024⁴, overall tenant sales are expected to remain above pre-COVID levels. Revenue from Suntec City Mall is expected to improve, underpinned by higher occupancy and rent and higher marcoms revenue.

Singapore Convention

Singapore Tourism Board continues to boost MICE in Singapore through positioning Singapore as the "World's Best MICE City", and the effort is expected to drive MICE growth and business travel. The return of international headline events, alongside new events such as Silmo Singapore and Solana Breakpoint continue to gather pace. Higher income contribution is expected for Suntec Convention in 2024.

Australia Office and Retail

According to the Australian Bureau of Statistics, the Australian economy grew by 1.1% on a year-on-year basis in the first quarter of 2024.

¹ CBRE, Singapore Figures Report 2Q 2024

² CBRE, Singapore Figures Report 2Q 2024

The Business Times Article ("Singapore tourist arrivals dip to 1.36 million in April, after March's Talyor Swift-led high") dated 16 May 2024

The Straits Times Article ("Singapore retail takings rose 2.2% in May, thanks to car sales) dated 5 July 2024

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

G. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next operating period and the next 12 months (cont'd)

Australia Office and Retail (cont'd)

The national office CBD occupancy stood at 84.6% in the first quarter of 2024, a decrease of 0.5 percentage point quarter-on-quarter. Prime office occupancy rate in Adelaide⁵ increased 1.4 percentage point to 83.4%. In contrast, in Melbourne and Sydney, the prime office occupancy rate decreased by 1.4 percentage point and 1.2 percentage point respectively to 80.4% and 84.4%.

Despite the positive net absorption in first quarter of 2024, overall Australia CBD vacancy rate is expected to remain high. Office vacancy in Sydney is expected to remain elevated due to the new supply, while Melbourne office vacancy will also remain elevated due to the soft demand. In Adelaide, optimism from the defence-related infrastructural projects may boost demand in the mid- to long- term. Revenue from the Suntec REIT Australia office portfolio is expected to be impacted by leasing downtime and higher incentives from weak market conditions.

The CBD retail market in Melbourne continues to be weak, with low leasing activity due to mismatch in landlord and tenant rental expectations. Rents remained stable quarter-on-quarter⁶.

United Kingdom Office and Retail

According to the Office for National Statistics, the United Kingdom GDP increased by 0.3% on a year-on-year basis in the first quarter of 2024⁷.

Occupancy in the Central London Office market increased by 0.4 percentage point quarter-onquarter, to 91.2%⁷ due to an increase in active demand.

Leasing activity remained strong, albeit at a slower rate. Demand continues to be driven by flight to quality of office space, mainly by Banking & Finance and the Services sectors.

Suntec REIT's office revenue from the United Kingdom will be weighed down by tenant incentives for vacant space at The Minster Building.

⁵ JLL, Australia Office Overview and Outlook, Sydney CBD Office, North Shore Office and Melbourne CBD Office Market Reports 1O 2024

⁶ JLL Australian Retail Preliminary Overview 2Q 2024

⁷ JLL, Central London Office Market Report 1Q 2024

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

H. Distribution Information

(a) Current Financial Period Reported on

Any distribution recommended for the current financial period reported on? Yes

Name of distribution: Distribution for the period 1 January 2024 to 30 June 2024

Distribution rate:

Distribution Type	Distribution Rate
Distribution Type	Per Unit (cents)
Taxable income	2.936
Tax-exempt income	0.106
Total	3.042

Tax Rate

Taxable income

These distributions are made out of Suntec REIT's taxable income. Unitholders receiving distributions will be assessable to Singapore income tax on the distributions received except for individuals where these distributions are exempt from tax (unless they hold their units through partnership or as trading assets).

Tax-exempt income

Tax-exempt income distribution is exempt from tax in the hands of all Unitholders.

Remark

Taxable income comprised 1.450 cents per unit for the period 1 January 2024 to 31 March 2024 and 1.486 cents per unit for the period 1 April 2024 to 30 June 2024.

Tax exempt income comprised 0.061 cents per unit for the period 1 January 2024 to 31 March 2024, and 0.045 cents per unit for the period 1 April 2024 to 30 June 2024.

A distribution of 1.511 cents per unit for the period 1 January 2024 to 31 March 2024 was paid on 30 May 2024.

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

H. Distribution Information (cont'd)

Corresponding Period of the Immediate Preceding Financial Year

Any distribution declared for the corresponding period of the immediately preceding financial year? Yes

Name of distribution: Distribution for the period 1 January 2023 to 30 June 2023

Distribution rate:

Distribution Type	Distribution Rate Per Unit (cents)
Taxable income	2.971
Tax-exempt income	0.107
Capital distribution	0.398
Total	3.476

Tax Rate Taxable income

These distributions are made out of Suntec REIT's taxable income. Unitholders receiving distributions will be assessable to Singapore income tax on the distributions received except for individuals where these distributions are exempt from tax (unless they hold their units through partnership or as trading assets).

Tax-exempt income

Tax-exempt income distribution is exempt from tax in the hands of all Unitholders.

Capital distribution

Capital distribution represents a return of capital to Unitholders for Singapore income tax purposes and is therefore not subject to income tax. For Unitholders who hold the Units as trading assets, the amount of capital gain distribution will be applied to reduce the cost base of their Units for the purpose of calculating the amount of taxable trading gains arising from the disposal of the Units.

Remark

Taxable income comprised 1.528 cents per unit for the period 1 January 2023 to 31 March 2023 and 1.443 cents per unit for the period 1 April 2023 to 30 June 2023.

Tax exempt income comprised 0.010 cents per unit for the period 1 January 2023 to 31 March 2023, and 0.097 cents per unit for the period 1 April 2023 to 30 June 2023.

Capital distribution comprised 0.199 cents per unit for the period 1 January 2023 to 31 March 2023, and 0.199 cents per unit for the period 1 April 2023 to 30 June 2023.

A distribution of 1.737 cents per unit for the period 1 January 2023 to 31 March 2023 was paid on 30 May 2023.

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

Explanatory Notes (cont'd)

H. Distribution Information (cont'd)

(b) Date Payable

A distribution of 1.531 cents per unit for the period 1 April 2024 to 30 June 2024 will be paid on/about 29 August 2024.

(a) Books Closure Date

Date on which Registrable Transfers received by the Trust will be registered before entitlements to the distributions are determined: 2 August 2024, 5.00pm.

I. If no distribution has been declared/(recommended), a statement to that effect

Not applicable

J Aggregate value of Interested Person Transactions under Rule 920(1)(a)(ii)

Suntec REIT does not have in place a general mandate for interested person transactions.

K. Negative confirmation pursuant to Rule 705(5) of the Listing Manual

On behalf of the Board of Directors of ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited) ("the Manager"), we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Manager of Suntec REIT which may render the interim financial information of the Group and Trust to be false or misleading in any material aspect.

On behalf of the Board of the Manager ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited)

Lim Hwee Chiang, John

Director Director and Chief Executive Officer

Chong Kee Hiong

L. Confirmation pursuant to Appendix 7.7 under Rule 720(1) of the Listing Manual

The Board of Directors of ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited) (as Manager for Suntec REIT) hereby confirms that the undertakings from all its directors and executive officers as required in the format as set out in Appendix 7.7 under Rule 720(1) of the Listing Manual were procured.

Other Information Required by Listing Rule Appendix 7.2 For the six months period ended 30 June 2024

This release 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 current views of management on future events.

The value of units in Suntec REIT ("Units") and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited) (as the manager of Suntec REIT) (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 will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on Singapore Exchange Securities Trading Limited (the "SGX-ST"). It is intended that holders of Units may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of Suntec REIT is not necessarily indicative of the future performance of Suntec REIT.

BY ORDER OF THE BOARD ESR TRUST MANAGEMENT (SUNTEC) LIMITED (formerly known as ARA Trust Management (Suntec) Limited) AS MANAGER OF SUNTEC REAL ESTATE INVESTMENT TRUST (Company registration no. 200410976R)

Chong Kee Hiong Director 25 July 2024



Ernst & Young LLP One Raffles Quay North Tower, Level 18 Singapore 048583 Mailing Address: Robinson Road PO Box 384 Singapore 900734 Tel: +65 6535 7777 Fax: +65 6532 7662 ey.com

25 July 2024

The Board of Directors
ESR Trust Management (Suntec) Limited
(in its capacity as Manager of
Suntec Real Estate Investment Trust)
5 Temasek Blvd, #12-01
Suntec Tower Five
Singapore 038985

Dear Sirs

Suntec Real Estate Investment Trust and its subsidiaries
Review of interim financial statements for the six-months ended 30 June 2024

Introduction

We have reviewed the accompanying interim financial statements of Suntec Real Estate Investment Trust (the "Trust") and its subsidiaries (the "Group") for the six-months ended 30 June 2024 (the "Interim Financial Information"). The interim financial statements comprises the following:

- Statements of financial position of the Group and the Trust as at 30 June 2024;
- Portfolio statement of the Group as at 30 June 2024;
- Statement of total return of the Group for the six-month period ended 30 June 2024;
- Distribution statement of the Group for the six-month period ended 30 June 2024;
- Statements of movements in unitholders' funds of the Group and the Trust for the sixmonth period ended 30 June 2024;
- Statement of cash flows of the Group for the six-month period ended 30 June 2024; and
- Certain explanatory notes to the above Interim Financial Information.

ESR Trust Management (Suntec) Limited, the Manager of the Trust, is responsible for the preparation and presentation of this Interim Financial Information in accordance with the recommendations of the Statement of Recommended Accounting Practice ("RAP") 7 Reporting Framework for Unit Trusts relevant to interim financial information issued by the Institute of Singapore Chartered Accountants. Our responsibility is to express a conclusion on this Interim Financial Information based on our review.



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Scope of review

We conducted our review in accordance with Singapore Standard on Review Engagements 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Singapore Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Interim Financial Information is not prepared, in all material respects, in accordance with the recommendations of the RAP 7 relevant to interim financial information issued by the Institute of Singapore Chartered Accountants.

Restriction of use

Our report is provided in accordance with the terms of our engagement. Our work was undertaken so that we might report to you on the interim financial information for the purpose of assisting the Trust in meeting the requirements of paragraph 3 of Appendix 7.2 of the Singapore Exchange Limited Listing Manual and for no other purpose. Our report is included in the Trust's announcement of its interim financial information for the information of its unitholders. We do not assume responsibility to anyone other than the Trust for our work, for our report, or for the conclusions we have reached in our report.

Yours faithfully

Ernst & Young LLP

Public Accountants and Chartered Accountants Singapore

End o Joung up

25 July 2024

APPENDIX F

RELEVANT PROVISIONS OF THE TRUST DEED

The rights of Unitholders in respect of capital, distribution and voting as extracted and reproduced from the Trust Deed are set out below.

All capitalised terms used in the following extracts shall have the same meanings given to them in the Trust Deed, a copy of which will be available for inspection at the office of the Manager at 5 Temasek Boulevard #12-01, Suntec Tower Five Singapore 038985, during normal business hours for the period which the Offer remains open for acceptance.

- 1. The rights of Unitholders in respect of capital
- "2. Provisions as to Units, Holders and Statements of Holdings

2.1 No Certificates

- 2.1.1 No certificate shall be issued to Holders by either the Manager or the Trustee in respect of Units (whether Listed or Unlisted) issued to Holders. For so long as the Trust is Listed, the Manager shall pursuant to the Depository Agreement appoint the Depository as the Unit depository for the Trust, and all Units issued will be deposited with the Depository and represented by entries in the Register in the name of, and deposited with, the Depository as the registered Holder thereof.
- 2.1.2 For so long as the Trust is Listed, the Manager or the agent appointed by the Manager shall issue to the Depository not more than 10 Business Days after the issue of Units a confirmation note confirming the date of issue and the number of Units so issued and, if applicable, also stating that the Units are issued under a moratorium and the expiry date of such moratorium. For the purposes of this Deed, such confirmation note shall be deemed to be a certificate evidencing title to the Units issued.

2.2 Form of Statements of Holdings

- 2.2.1 In the event the Trust is or becomes Unlisted, the Manager or the agent appointed by the Manager shall issue to each Holder of Unlisted Units not more than one month after the allotment of Units to such Holder a confirmation note confirming such allotment. The Manager or its agent shall for so long as the Trust is Unlisted issue to each Holder of Units on a calendar quarterly basis (or such other period as may be agreed between the Manager and the Trustee) a statement of holdings (the "Statement of Holdings"). A Statement of Holdings shall be dated and shall specify the number of Units held by each Holder in respect of the preceding quarter (or such other relevant period) and the transactions in respect of such Units and shall be in such form as may from time to time be agreed between the Manager and the Trustee.
- 2.2.2 For so long as the Trust is Listed and Units are registered in the name of the Depository, each Depositor will receive such contract statements, confirmation notes, statements of account balances and statements of transactions and accounts balances, and at such intervals, as may be provided in the Depository's terms and conditions for operation of Securities Accounts.

2.3 Sub-division and Consolidation of Units

The Manager may at any time, with the approval of the Trustee and on prior written notice, given by the Manager to each Holder (or (as the case may be) to each Depositor by the Manager or the Trustee delivering such notice in writing to the Depository for onward delivery to the Depositors), determine that each Unit shall be sub-divided into two or more Units or consolidated with one or more other Units and the Holders or (as the case may be) the Depositors shall be bound accordingly. The Register shall be altered accordingly to reflect the new number of Units held by each Holder as a result of such sub-division or consolidation and the Trustee shall cause the Depository to alter the Depository Register accordingly in respect of each Depositor's Securities Account to reflect the new number of Units held by each Depositor as a result of such sub-division or consolidation.

2.4 Terms and Conditions of Trust Deed and Supplemental Deeds to Bind Holders

The terms and conditions of this Deed shall be binding on each Holder or (as the case may be) each Depositor and all persons claiming through him as if he had been party thereto and as if this Deed contained covenants on the part of each Holder or (as the case may be) each Depositor to observe and be bound by all the provisions hereof and an authorisation by each Holder or (as the case may be) each Depositor to do all such acts and things as this Deed may require the Trustee or the Manager (as the case may be) to do.

2.5 Availability of Trust Deed

A copy of this Deed and of any supplemental deed for the time being in force shall be made available for inspection at the registered office of the Manager at all times during usual Business Hours and shall be supplied by the Manager to any person on application at a charge not exceeding S\$10 per copy document.

2.6 Units to be Held Free from Equities

A Holder entered in the Register as the registered holder of Units or (as the case may be) a Depositor whose name is entered in the Depository Register in respect of Units registered to him, shall be the only person recognised by the Trustee or by the Manager as having any right, title or interest in or to the Units registered in his name and the Trustee and the Manager may recognise such Holder or Depositor as absolute owner thereof and shall not be bound by any notice to the contrary and shall not be bound to take notice of or to see to the execution of any trust, express, implied or constructive, save as herein expressly provided or save as required by some court of competent jurisdiction to recognise any trust or equity or other interest affecting the title to any Units. Save as provided in this Deed, no notice of any trust, express, implied or constructive, shall be entered on the Register or the Depository Register.

2.7 Rights of Manager in Respect of Units not Registered

For so long as the Trust is Unlisted, the Manager shall be treated for all the purposes of this Deed as the Holder of each Unit during such times as there shall be no other person registered or entitled to be registered as the Holder and any such Unit shall be deemed to be in issue, but nothing herein contained shall prevent the Manager from becoming registered as the Holder of Units.

2.8 Restrictions

The Holders shall not give any directions to the Manager or the Trustee (whether at a meeting of Holders convened pursuant to Clause 30 or otherwise) if it would require the Trustee or Manager to do or omit doing anything which may result in:

- 2.8.1 the Trust ceasing to comply with the Listing Rules or the Property Funds Appendix; or
- 2.8.2 the exercise of any discretion expressly conferred on the Trustee or the Manager by this Deed or the determination of any matter which under this Deed requires the agreement of either or both of the Trustee and the Manager; provided that nothing in this Clause 2.8.2 shall limit the right of a Holder or (as the case may be) a Depositor to require the due administration of the Trust in accordance with the terms and conditions of this Deed.

3. Registration of Holders

3.1 Register of Holders

An up-to-date Register shall be kept in Singapore by the Trustee or its agent in such manner as may be required by applicable law and regulation. The Register shall be maintained at all times whether the Trust is Listed or Unlisted. For so long as the Trust is Listed, the Trustee shall record the Depository as the registered Holder of all Units in issue. In the event the Trust is Unlisted, the Trustee shall record each Holder as the registered Holder of Units held by such Holder. There shall be entered in the Register the following information as soon as practicable after the Trustee or the person appointed pursuant to Clause 3.14 as its agent to keep and maintain the Register receives the following relevant information:

- 3.1.1 the names and addresses of the Holders (and in the case where the registered Holder is the Depository, the name and address of the Depository);
- 3.1.2 the number of Units held by each Holder;
- 3.1.3 the date on which every such person entered in respect of the Units standing in his name became a Holder and where he became a Holder by virtue of an instrument of transfer a sufficient reference to enable the name and address of the transferor to be identified;
- **3.1.4** the date on which any transfer is registered and the name and address of the transferee;
- 3.1.5 the date on which any Units have been repurchased or redeemed pursuant to Clause 7; and
- **3.1.6** where applicable, the date on which a Holder ceases or ceased to be a Holder of Units.

Units may be issued to Joint Holders with no limit as to the number of persons who may be registered as Joint Holders.

3.2 Unlisted Units

For so long as the Trust is Unlisted, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Holder and, in the event of any discrepancy between the entries in the Register and the details appearing on any Statement of Holdings, the entries in the Register shall prevail unless the Holder proves, to the satisfaction of the Manager and the Trustee, that the Register is incorrect.

3.3 Listed Units

For so long as the Trust is Listed, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by the Depository and, in the event of any discrepancy between the entries in the Register and the confirmation notes issued by the Manager to the Depository under Clause 2.1, the entries in the Register shall prevail unless the Manager, the Trustee and the Depository mutually agree that the Register is incorrect. For so long as the Trust is Listed, the Manager shall have entered into the Depository Agreement for the Depository to maintain a record in the Depository Register of the Depositors having Units credited into their respective Securities Accounts and to record in the Depository Register the information referred to in Clause 3.1.1 to 3.1.6 in relation to each Depositor. Each Depositor named in the Depository Register shall, for such period as the Units are entered against his name in the Depository Register, be deemed to be the owner in respect of the number of Units entered against such Depositor's name in the Depository Register and the Manager and the Trustee shall be entitled to rely on any and all such information in the Depository Register kept by the Depository. Subject to the terms of the Depository Agreement, two or more persons may be registered as Joint Depositors of Units. The entries in the Depository Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Depositor and, in the event of any discrepancy between the entries in the Depository Register and the details appearing in any confirmation note issued by the Depository, the entries in the Depository Register shall prevail unless the Depositor proves, to the satisfaction of the Manager and the Trustee, that the Depository Register is incorrect.

3.4 Change of Name or Address

For so long as the Trust is Unlisted, any change of name or address on the part of any Holder of Unlisted Units shall forthwith be notified to the Manager in writing or in such other manner as the Manager may approve. If the Manager is satisfied with the change in name or address and that all formalities as may be required by the Manager have been complied with, the Manager shall notify the Trustee of the same and the Trustee shall alter or cause to be altered the Register accordingly.

3.5 Inspection of Register

3.5.1 The Trustee shall give the Manager and its representatives, or procure that the Manager and its representatives are given, access to the Register and all subsidiary documents and records relating thereto at all reasonable times during Business Hours and allow them to, or procure that they are allowed to, inspect and to take copies of the same with or without notice and without charge but neither the Manager nor its representatives shall be entitled to remove the same (save in the case where the Manager is required to produce the Register to a court of competent jurisdiction or otherwise as required by law) or to make any entries therein or alterations thereto; and except when the Register is closed in accordance with Clause 3.6, the Register shall during Business Hours (subject to such reasonable restrictions as the Trustee may impose but so that not less than two hours in each Business Day shall be allowed for inspection) be open to the

inspection of any Holder or (as the case may be) any Depositor, without charge PROVIDED THAT if the Register is kept on magnetic tape or in accordance with some other mechanical or electrical system the provisions of this Clause 3.5 may be satisfied by the production of legible evidence of the contents of the Register.

3.5.2 If the Trustee is removed or retires in accordance with the provisions of Clause 23, the Trustee shall deliver to the Manager the Register and all subsidiary documents and records relating thereto.

3.6 Closure of Register

Subject to applicable law and regulation, the Register may be closed at such times and for such periods as the Trustee may from time to time determine, PROVIDED THAT it shall not be closed for more than 30 days in any one Year.

3.7 Transfer of Units

- 3.7.1 For so long as the Trust is Listed, transfers of Units between Depositors shall be effected electronically through the Depository making an appropriate entry in the Depository Register in respect of the Units that have been transferred in accordance with the Depository Requirements and the provisions of Clauses 3.7.2 to 3.7.6 shall not apply. The Manager shall be entitled to appoint the Depository to facilitate transactions of Units within the Depository and maintain records of Units of Holders credited into Securities Accounts and to pay out of the Deposited Property all fees, costs and expenses of the Depository arising out of or in connection with such services to be provided by the Depository. Any transfer or dealing in Units on the SGX-ST between a Depositor and another person shall be transacted at a price agreed between the parties and settled in accordance with the Depository Requirements. The broker or other financial intermediary effecting any transfer or dealing in Units on the SGX-ST shall be deemed to be the agent duly authorised by any such Depositor or person on whose behalf the broker or intermediary is acting. In any case of transfer, all charges in relation to such transfer as may be imposed by the Manager and/or the Depository shall be borne by the Holder or (as the case may be) the Depositor who is the transferor. There are no restrictions as to the number of Units (whether Listed or Unlisted) which may be transferred by a transferor to a transferee. For so long as the Trust is Listed, in the case of a transfer of Units from a Securities Account into another Securities Account, the instrument of transfer (if applicable) shall be in such form as provided by the Depository and the transferor shall be deemed to remain the Depositor of the Units transferred until the relevant Units have been credited into the Securities Account of the transferee or transferred out of a Securities Account and registered in the Depository Register.
- 3.7.2 For so long as the Trust is Unlisted, every Holder (and, in the case of a Joint-All Holder, with the concurrence of all the other Joint-All Holders) shall be entitled to transfer all or any of the Units held by him as follows:
 - (i) a transfer of Units shall be effected by an instrument of transfer in writing in common form (or in such other form as the Manager and the Trustee may from time to time approve);

- (ii) every instrument of transfer relating to Units must be signed by the transferor and the transferee and subject to the provisions of Clauses 3.7 and 3.13, the transferor shall be deemed to remain the Holder of the Units transferred until the name of the transferee is entered in the Register in respect thereof. The instrument of transfer need not be a deed;
- (iii) all charges in relation to such transfer as may be imposed by the Trustee shall be borne by the Holder who is the transferor; and
- (iv) there are no restrictions as to the number of Units which may be transferred by a transferor to a transferee.
- 3.7.3 Every instrument of transfer must be duly stamped (if required by law) and left with the Manager for registration accompanied by any necessary declarations or other documents that may be required in consequence of any legislation for the time being in force and by such evidence as the Manager may require to prove the title of the transferor or his right to transfer the Units.
- 3.7.4 For so long as the Trust is Unlisted, the Manager shall notify the Trustee of the date of each transfer effected in respect of Units and the name and address of the transferee and the Trustee shall alter or cause to be altered the Register accordingly.
- **3.7.5** For so long as the Trust is Unlisted, all instruments of transfer which shall be registered in respect of Units shall be forwarded by the Manager to, and retained by, the Trustee.
- 3.7.6 For so long as the Trust is Unlisted, a fee not exceeding S\$10 (or such other amount as the Manager and the Trustee may from time to time agree), which excludes any stamp duty or other governmental taxes or charges payable, may be charged by the Trustee for the registration of any transfer by an instrument of transfer of Units. Such fee must, if required by the Trustee, be paid before the registration of any transfer.
- 3.7.7 No transfer or purported transfer of a Unit other than a transfer made in accordance with this Clause 3 shall entitle the transferee to be registered in respect thereof; neither shall any notice of such transfer or purported transfer (other than as aforesaid) be entered upon the Register or the Depository Register.

3.8 Death of Holders

The executors or administrators of a deceased Holder or Depositor of Units (not being a Joint Holder or Joint Depositor) shall be the only persons recognised by the Trustee and the Manager as having title to the Units. In case of the death of any one of the Joint Holders or Joint Depositors of Units and subject to applicable law for the time being in force, the survivor or survivors, upon producing such evidence of death as the Manager and the Trustee may require, shall be the only person or persons recognised by the Trustee and the Manager as having any title to or interest in the Units, PROVIDED THAT where the sole survivor is a Minor, the Manager or the Trustee shall act only on the requests, applications or instructions of the surviving Minor after he attains the age of 21 years and shall not be obligated to act on the requests, applications or instructions of the heirs, executors or administrators of the deceased Joint Holder or Joint Depositor, and shall not be liable for any claims or demands whatsoever by the heirs, executors or administrators of the deceased Joint Holder or Joint Depositor, the Minor Joint Holder or Minor Joint Depositor or the Minor Joint Holder's or Minor Joint Depositor's legal guardian in omitting to act on any request, application or instruction given by them (in the case of the Minor, before he attains the age of 21 years).

3.9 Body Corporate

A body corporate may be registered as a Holder of Units or as one of the Joint Holders of Units. The successor in title of any corporate Holder which loses its legal entity by reason of a merger or amalgamation, subject to Clause 3.13, shall be the only person recognised by the Trustee and the Manager as having title to the Units of such corporate Holder. The registration of a body corporate as a Depositor of Units or as one of two Joint Depositors of Units shall be in accordance with the Depository's terms and conditions for operation of Securities Accounts. The successor in title of any corporate Depositor resulting from a merger or amalgamation shall, upon producing such evidence as may be required by the Manager and the Trustee of such succession, be the only person recognised by the Trustee and the Manager as having title to the Units.

3.10 Minors

A Minor shall not be registered as a sole Holder or as one of the Joint-Alternate Holders of Units but may be registered as one of the Joint-All Holders of Units PROVIDED THAT each of the other Joint-All Holders is a person who has attained the age of 21 years. In the event that one of the Joint-All Holders is a Minor, the Manager and the Trustee need only act on the instructions given by the adult Joint-All Holder or Joint-All Holders.

3.11 Transmission

- 3.11.1 Any person becoming entitled to a Unit in consequence of the death or bankruptcy of any sole Holder or being the survivor of Joint Holders may (subject as hereinafter provided), upon producing such evidence as to his title as the Trustee and the Manager shall think sufficient, either be registered himself as Holder of such Unit upon giving to the Manager notice in writing of his desire or transfer such Unit to some other person. The Manager shall notify the Trustee upon the receipt by it of any such notice and the Trustee shall alter or cause to be altered the Register accordingly. All the limitations, restrictions and provisions of this Deed relating to transfers shall be applicable to any such notice or transfer as if the death or bankruptcy had not occurred and such notice or transfer were a transfer executed by the Holder or (as the case may be) the Depositor.
- 3.11.2 Any person becoming entitled to a Unit in consequence of death or bankruptcy as aforesaid may give a discharge for all moneys payable in respect of the Unit but he shall not be entitled in respect thereof to receive notices of or to attend or vote at any meeting of Holders until he shall have been registered as the Holder of such Unit in the Register or (as the case may be) the Depositor of such Unit in the Depository Register.
- 3.11.3 The Manager may retain any moneys payable in respect of any Unit of which any person is under the provisions as to the transmission of Units hereinbefore contained, entitled to be registered as the Holder of or to transfer, until such person shall be registered as the Holder of such Units or shall duly transfer the same.

3.12 Payment of Fee

In respect of the registration of any probate, letter of administration, power of attorney, marriage or death certificate, stop notice, order of the court, deed poll or any other document relating to or affecting the title to any Unit, the Trustee may require from the person applying for such registration a fee of S\$10 (or such other amount as the Trustee and the Manager may from time to time agree) together with a sum sufficient in the opinion of the Trustee to cover any stamp duty or other governmental taxes or charges that may be payable in connection with such registration.

3.13 Removal from Register

For so long as the Trust is Unlisted, upon the registration of a transfer in favour of the Manager, the name of the Holder shall be removed from the Register in respect of such Units but the name of the Manager need not be entered in the Register as the Holder of such Units. Such removal shall not be treated for any purposes of this Deed as a cancellation of the Units or as withdrawing the same from issue.

3.14 Registrar

The Trustee may, with the approval of the Manager, at any time or from time to time appoint an agent on its behalf to keep and maintain the Register. The fees and expenses of the Registrar (as may be agreed from time to time between the Manager, the Trustee and the Registrar) shall be payable out of the Deposited Property of the Trust.

5. Issue of Units

5.1 Issue of Units

- 5.1.1 Subject to the provisions of this Deed, the Manager shall have the exclusive right to effect for the account of the Trust the issue of Units (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue, any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) PROVIDED THAT the Manager shall not be bound to accept an initial application for Units so as to give rise to a holding of fewer than 1,000 Units (or such other number of Units as may be determined by the Manager). No fractions of a Unit shall be issued (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue, any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) and in issuing such number of Units as correspond to the relevant subscription proceeds (if any), the Manager shall in respect of each Holder's entitlement to Units, truncate but not round off to the nearest whole Unit and any balance arising from such truncation shall be retained as part of the Deposited Property. Issues of Units shall only be made on a Business Day unless and to the extent that the Manager, with the previous consent of the Trustee otherwise prescribes. Issues of Units for cash shall be made at a price hereinafter prescribed.
- **5.1.2** The Manager may by deed supplemental hereto with the Trustee issue Classes of Units under such terms and conditions as may be contained therein.
- 5.1.3 The Units and/or the Trust may be listed on the SGX-ST pursuant to Clause 9 and, if so listed, shall be traded on the SGX-ST and settled through the Depository. Units already in issue may be transferred or otherwise dealt with through Securities Accounts into which Units are credited in accordance with Clause 3.7.
- 5.1.4 If the Units and/or the Trust is Listed on the SGX-ST, the Manager shall not issue any Units in numbers exceeding the limit (if any), set out in any applicable laws, regulations and Listing Rules, relating to the issue of Units unless the Holders approve the issue of Units exceeding the aforesaid limit by extraordinary resolution in general meeting.

5.2 Issue Price of Units prior to the Listing Date and the initial offering price

- 5.2.1 The issue of Units for the purpose of an initial public offering of Units shall be at an Issue Price determined by the Manager on or before the Listing Date for such Units, PROVIDED THAT the Manager may cede the right to make such determination to any underwriter, issue manager or placement agent engaged in connection with the initial public offering. The actual Issue Price shall be determined by the Manager and/or such underwriter, issue manager or placement agent following a book building process or through such other method of price determination as may be decided upon and agreed by the Manager, underwriter and issue manager or placement agent. The manner of and amount payable and any applicable refund on an application for Units during the initial public offering will be stated in the Prospectus. Any such offer of Units for the purpose of an initial public offering may remain open for a period not exceeding 60 days (or such longer period as may be agreed between the Manager and the Trustee).
- 5.2.2 Subject to Clause 5.2.1, the Manager may extend a discount to the issue price per Unit to any applicant in any offering of Units who successfully applies to purchase more than such number of Units in a single application as may be determined by the Manager PROVIDED THAT such discount shall be limited to no more than such percentage off the actual Issue Price per Unit as may be determined by the Manager, subject to compliance with applicable law and regulation and the Listing Rules

5.3 Issue Price of Units when the Trust is Listed

- 5.3.1 Subject to Clauses 5.3.2 and 5.3.3 and for so long as the Trust is Listed, the Manager may issue Units on any Business Day at an Issue Price equal to the Market Price. For this purpose "Market Price" shall mean:
 - (i) the volume weighted average price for a Unit (if applicable, of the same class) for all trades on the SGX-ST in the ordinary course of trading on the SGX-ST for the period of 10 Business Days immediately preceding the relevant Business Day; or
 - (ii) if the Manager believes that the calculation in Clause 5.3.1(i) does not provide a fair reflection of the market price of a Unit, an amount as determined by the Manager and the Trustee (after consultation with a Stockbroker approved by the Trustee), as being the fair market price of a Unit.
- 5.3.2 For so long as the Trust is Listed, the Manager may issue Units at an Issue Price other than calculated in accordance with Clause 5.3.1 without the prior approval of the Holders in a meeting of Holders PROVIDED THAT the Manager complies with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines in determining the Issue Price, including the Issue Price of a Unit for a rights issue offered on a pro-rata basis to all existing Holders, the Issue Price of a Unit issued other than by way of a rights issue offered on a pro-rata basis to all existing Holders and the Issue Price of a Unit for any reinvestment of distribution arrangement. If the Issue Price determined by the Manager is at a discount to the Market Price, the discount shall not exceed such percentage as may, from time to time, be permitted under the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines.

5.3.3 Where Units are issued as full or partial consideration for the acquisition of an Authorised Investment by the Trust in conjunction with an issue of Units to raise cash for the balance of the consideration for the said Authorised Investment (or part thereof) or to acquire other Authorised Investments in conjunction with the said Authorised Investment, the Manager shall have the discretion to determine that the Issue Price of a Unit so issued as partial consideration shall be the same as the Issue Price for the Units issued in conjunction with an issue of Units to raise cash for the aforesaid purposes.

5.4 Issue of Units Where the Units are Unlisted after the Listing Date

Where Units and/or the Trust are Unlisted after the Listing Date, the Manager may issue Units at an Issue Price equal to the Current Unit Value on the date of the issue of the Unit plus, if so determined by the Manager, (i) an amount equal to the Preliminary Charge and (ii) an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.5 Units issued to Persons Resident Outside Singapore

If a Unit is to be issued to a person resident outside Singapore, the Manager shall be entitled to charge an additional amount to the Issue Price thereof which is equal to the excess of the expenses actually incurred over the amount of expenses which would have been incurred if such person had been resident in Singapore. In relation to any rights issue or preferential offering, the Manager may in its absolute discretion elect not to extend an offer of Units under the rights issue or preferential offering to those Holders or (as the case may be) those Depositors, whose addresses are outside Singapore. In the case of a rights issue, the provisional allocations of Units of such Holders or Depositors may be offered for sale by the Manager as the nominee and authorised agent of each such relevant Holder or Depositor in such manner and at such price, as the Manager may determine. Where necessary, the Trustee shall have the discretion to impose such other terms and conditions in connection with the sale. The proceeds of any such sale if successful will be paid to the relevant Holders or Depositors PROVIDED THAT, where the proceeds payable to any single Holder or Depositor is less than \$\$10, the Manager shall be entitled to retain such proceeds as part of the Deposited Property.

5.6 Non-payment of Issue Price

Where payment of the Issue Price payable in respect of any Unit agreed to be issued by the Manager has not been received by the Trustee before the seventh Business Day after the date on which the Unit was agreed to be issued (or such other date as the Manager and the Trustee may agree) the agreement to issue such Unit may, in the absolute discretion of the Manager, at that time or any time thereafter be cancelled by the Manager by giving notice to that effect to the Trustee and such Unit shall thereupon be deemed never to have been issued or agreed to be issued and the applicant therefor shall have no right or claim in respect thereof against the Manager or the Trustee, PROVIDED THAT:

- 5.6.1 no previous valuations of the Trust shall be re-opened or invalidated as a result of the cancellation of such Units;
- the Manager shall be entitled to charge the applicant (and retain for its own account) a cancellation fee of such amount as it may from time to time determine to represent the administrative costs involved in processing the application for such Units from such applicant; and

the Manager may, but shall not be bound to, require the applicant to pay to the Manager for the account of the Trust in respect of each Unit so cancelled the amount (if any) by which the Issue Price of each such Unit exceeds the Repurchase Price which would have applied in relation to each such Unit if the Manager had received on such day a request from such applicant for the repurchase or redemption thereof.

5.7 Updating of Securities Account

For so long as the Trust is Listed, the Manager shall cause the Depository to effect the book entry of Units issued to a Holder into such Holder's Securities Account no later than the tenth Business Day after the date on which those Units are agreed to be issued by the Manager.

5.8 Selling Price of Manager's Units

For so long as the Trust is Unlisted, each Unit of which the Manager is or is deemed to be the Holder may be sold or offered for sale by the Manager at a price equal to the total of the Current Unit Value of that Unit on the day of the sale or offer, the Preliminary Charge and an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.9 Discounts

In the event a Preliminary Charge is imposed on the issue of Units where the Trust is Unlisted, the Manager may on any day differentiate between applicants as to the amount of the Preliminary Charge to be imposed (within the permitted limit) on the Issue Price of Units issued to them respectively and likewise the Manager may on any day on the issue of Units allow any person or persons applying for larger numbers of Units than others a discount or discounts on the Issue Price of their Units on such basis or on such scale as the Manager may think fit (PROVIDED THAT no such discount shall exceed the Preliminary Charge included in the Issue Price of the Units concerned) and in any such case, the amount of such Preliminary Charge to be deducted from the proceeds of issue of such Units shall be reduced by the amount of the discount and accordingly the discount shall be borne by the Manager. Besides the number of Units purchased, the bases on which the Manager may differentiate between applicants as to the amount of the Preliminary Charge to be included in the Issue Price of their Units depends on several other factors, including but not limited to, the performance of and the marketing strategy adopted by the Manager for the Trust.

5.10 Statement of Dealings

The Manager shall furnish to the Trustee from time to time on demand a statement of all issues of Units and of the terms on which the same are issued and of any Investments which it determines to direct to be purchased for account of the Trust, and also a statement of any Investments which in accordance with the powers hereinafter contained it determines to direct to be sold for account of the Trust, and any other information which may be necessary so that the Trustee may be in a position to ascertain at any moment the Net Asset Value of the Deposited Property. The Trustee shall be entitled to require that the Manager refuse to issue a Unit if at any time the Trustee is of the opinion that the provisions of this Clause 5 in regard to the issue of Units are being infringed; but nothing in this Clause 5.10 or elsewhere in this Deed contained shall impose upon the Trustee any responsibility for satisfying itself before issuing Units that the Manager has complied with the conditions of this Clause 5.

5.11 Suspension of Issue

The Manager or the Trustee may, with the prior written approval of the other and subject to the Listing Rules on and after the Listing Date, suspend the issue of Units during any of the following events:

- **5.11.1** any period when the SGX-ST or any other relevant Recognised Stock Exchange is closed (otherwise than for public holidays) or during which dealings are restricted or suspended;
- 5.11.2 the existence of any state of affairs which, in the opinion of the Manager or (as the case may be) the Trustee might seriously prejudice the interests of the Holders as a whole or of the Deposited Property;
- 5.11.3 any breakdown in the means of communication normally employed in determining the price of any Investments or (if relevant) the current price thereof on the SGX-ST or any other relevant Recognised Stock Exchange or when for any reason the prices of any of such Investments cannot be promptly and accurately ascertained;
- 5.11.4 any period when remittance of money which will or may be involved in the realisation of any Investments or in the payment for any Investments cannot, in the opinion of the Manager, be carried out at normal rates of exchange;
- **5.11.5** any period where the issuance of Units is suspended pursuant to any order or direction issued by the Authority; or
- **5.11.6** when the business operations of the Manager or the Trustee in relation to the operation of the Trust are substantially interrupted or closed as a result of, or arising from, pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

Such suspension shall take effect forthwith upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee and shall terminate on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist and no other conditions under which suspension is authorised under this Clause 5.11 shall exist upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee. In the event of any suspension while the Trust is Listed, the Manager shall ensure that immediate announcement of such suspension is made through the SGX-ST.

7. Repurchase and Redemption of Units by Manager

7.1 Repurchase and Redemption Restrictions when Trust is Unlisted

When the Trust is Unlisted, the Manager may, but is not obliged to, repurchase or cause the redemption of Units more than once a year in accordance with the Property Funds Appendix and a Holder has no right to request for the repurchase or redemption of Units more than once a year. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Unlisted and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3.

7.2 Repurchase and Redemption Restrictions when Trust is Listed

7.2.1 General

The Manager is not obliged to repurchase or cause the redemption of Units so long as the Trust is Listed. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Listed and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3. In the event the Manager decides to repurchase or cause the redemption of Units, such repurchase or redemption must comply with the relevant laws, regulations and guidelines (including but not limited to the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix) and where the terms of such repurchase or redemption are not prescribed by the relevant laws, regulations and quidelines (including but not limited to the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix), on terms determined by mutual agreement with the Trustee. The Manager may, subject to the relevant laws, regulations and guidelines (including but not limited to the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix), suspend the repurchase or redemption of Units for any period when the issue of Units is suspended pursuant to Clause 5.11.

7.2.2 Holders' Approval

For so long as the Trust is Listed on the SGX-ST, the Manager may repurchase or otherwise acquire its issued Units on such terms and in such manner as the Manager may from time to time think fit if it has obtained the prior approval of Holders in general meeting by passing an Ordinary Resolution (the "Unit Buy-Back Mandate"), in accordance with the provisions of this Deed but subject thereto and to other requirements of the relevant laws, regulations and guidelines.

7.2.3 Maximum Limit

The total number of Units which may be repurchased pursuant to any Unit Buy-Back Mandate is limited to that number of Units representing not more than 10% of the total number of issued Units as at the date of the general meeting when such Unit Buy-Back Mandate is approved by Holders.

7.2.4 Duration of Authority

Repurchases of Units may be made during the Relevant Period.

"Relevant Period" is the period commencing from the date of the general meeting at which a Unit Buy-Back Mandate is sought and the resolution relating to the Unit Buy-Back Mandate is passed, and expiring on:

- (i) the date the next Annual General Meeting is or is required by the Relevant Laws, Regulations and Guidelines or this Deed to be held, whichever is earlier; or
- (ii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the Unit Buy-Back Mandate is revoked or varied.

whichever is earliest.

For the avoidance of doubt, the authority conferred on the Manager by the Unit Buy-Back Mandate to repurchase Units may be renewed at the next general meeting.

7.3 Repurchase Price

For the purposes of Clauses 7.1 and 7.2, the Repurchase Price shall be (whether or not the Trust is Listed or has been Unlisted at the time the Manager's offer to repurchase or redeem Units is made), such price as determined in accordance with the relevant laws, regulations and guidelines.

The Repurchase Charge shall be retained by the Manager for its own benefit and the adjustment shall be retained as part of the Deposited Property. The Manager may on any day differentiate between Holders as to the amount of the Repurchase Charge to be included (within the permitted limit) in the Repurchase Price of Units to be repurchased by the Manager from them respectively. The bases on which the Manager may make any differentiation as between Holders shall include, without limitation, Holders with large holdings of Units and Holders who have opted for a distribution reinvestment arrangement. Once a request for repurchase or redemption is given by Holders pursuant to an offer by the Manager pursuant to Clause 7.1, it cannot be revoked without the consent of the Manager. The Manager may, subject to the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange, suspend the repurchase or redemption of Units during any period when the issue of Units is suspended pursuant to Clause 5.11. For the avoidance of doubt, the Repurchase Charge shall not be payable while the Units are Listed.

7.4 Repurchase or Redemption Options of Manager

In the event the Manager decides to make any offer to repurchase or redeem Units, the Manager shall have the following options:

- 7.4.1 to procure some other person (such as brokers) to purchase the Units and such purchase shall be deemed to be a repurchase by the Manager within the meaning of this Clause 7; or
- 7.4.2 PROVIDED THAT there is sufficient Cash in the Trust, and subject to compliance with the relevant laws, regulations and guidelines, to request and cause the Trustee to redeem the Units out of the assets of the Trust by paying from the Deposited Property a sum sufficient to satisfy the Repurchase Price and the Repurchase Charge (if any) of the Units. The Trustee shall only comply if, in the opinion of the Trustee, sufficient Cash would be retained in the Deposited Property after the release of Cash necessary to comply with the redemption notice to meet other Liabilities, including but without limiting the generality thereof, the Property Expenses and the remuneration due to the Trustee and the Manager under this Deed. Should the Trustee advise the Manager that, in the opinion of the Trustee, sufficient Cash would not be retained in the Deposited Property to meet other Liabilities if the Trustee were to release the funds necessary to comply with any redemption notice, then the Manager may, at its absolute discretion, request the Trustee to sell, mortgage or otherwise deal with the Investments or borrow to raise sufficient Cash to redeem the Units pursuant to this Clause 7.4.2.

7.5 Amendments to Register

Upon delivery to the Trustee of a written statement signed by or on behalf of the Manager that all the Units or a specified number of Units held by a Holder have been repurchased by the Manager or have been purchased by another person or have been redeemed, the Trustee shall remove or procure the removal of the name of the Holder from the Register in respect of all or (as the case may be) such number of Units.

7.6 Redeemed Units are Cancelled

Units which are redeemed shall thereupon be cancelled and shall not thereafter be reissued but this Clause 7.6 shall not limit or restrict the right of the Manager to cause the creation and/or issue of further or other Units.

7.7 Manner of Repurchase

Subject always to the requirements of the relevant laws, regulations and guidelines, for so long as the Trust is Listed, the Manager may:

- 7.7.1 repurchase or acquire Units on a securities exchange ("Market Purchase"); or
- 7.7.2 make an offer to repurchase Units, otherwise than on a securities exchange and by way of an "off-market" acquisition of the Units on an "equal access scheme" (as defined below) ("Off-Market Purchase"),

(each a form of "Unit Buy-Back"), and to deal with any of the Units so purchased or acquired in accordance with this Clause 7.

For the purpose of this Clause 7, an equal access scheme is a scheme which satisfies the following criteria:

- (i) the offers under the scheme are to be made to every person who holds Units to purchase or acquire the same percentage of their Units;
- (ii) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers are the same except that there shall be disregarded:
 - (a) differences in consideration attributable to the fact that the offers relate to Units with different accrued distribution entitlements;
 - (b) differences in consideration attributable to the fact that the offers relate to Units with different amounts remaining unpaid; and
 - (c) differences in the offers introduced solely to ensure that each Holder is left with a whole number of Units.

7.8 Procedure for Repurchase of Units via a Market Purchase

For so long as the Trust is Listed, where Units are repurchased via a Market Purchase, the notice of general meeting specifying the intention to propose a resolution to authorise a Market Purchase shall:

- **7.8.1** specify the maximum number of Units or the maximum percentage of Units authorised to be acquired or purchased;
- 7.8.2 determine the maximum price which may be paid for the Units (either by specifying a particular sum or by providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion);
- 7.8.3 specify a date on which the authority is to expire, being a date that must not be later than the date on which the next Annual General Meeting is, or is required by law to be, held, whichever is earlier; and
- **7.8.4** specify the sources of funds to be used for the purchase or acquisition including the amount of financing and its impact on the Trust's financial position.

The resolution authorising a Market Purchase may be unconditional or subject to conditions and shall state the particulars set out in Clauses 7.8.1 to 7.8.4.

- 7.8.5 The authority for a Market Purchase may, from time to time, be varied or revoked by the Holders in a general meeting. A resolution to confer or vary the authority for a Market Purchase may determine the maximum price for purchase or acquisition by:
 - (i) specifying a particular sum; or
 - (ii) providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion.

7.9 Procedure for Repurchase of Units via an Off-Market Purchase

- **7.9.1** For so long as the Trust is Listed, where Units are repurchased via an Off-Market Purchase, the notice of general meeting specifying the intention to propose a resolution to authorise an Off-Market Purchase shall:
 - (i) specify the maximum number of Units or the maximum percentage of Units authorised to be acquired or purchased;
 - (ii) determine the maximum price which may be paid for the Units (either by specifying a particular sum or by providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion);
 - (iii) specify a date on which the authority is to expire, being a date that must not be later than the date on which the next Annual General Meeting is, or is required by law to be, held, whichever is earlier; and
 - (iv) specify the sources of funds to be used for the purchase or acquisition including the amount of financing and its impact on the Trust's financial position.

The resolution authorising an Off-Market Purchase may be unconditional or subject to conditions and shall state the particulars set out in Clauses 7.9.1(i) to 7.9.1(iii).

The authority for an Off-Market Purchase may, from time to time, be varied or revoked by the Holders in a general meeting. A resolution to confer or vary the authority for an Off-Market Purchase may determine the maximum price for purchase or acquisition by:

- (a) specifying a particular sum; or
- (b) providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion.
- 7.9.2 For so long as the Trust is Listed, in the event that the Manager decides to make any offer to repurchase Units via an Off-Market Purchase, the Manager will send an offer notice to Holders. Holders wishing to take up the offer will be asked to respond by sending a request in writing for the repurchase of their Units. At such request in writing of a Holder (or, in the case of Joint Holders, all the Joint Holders), the Manager will repurchase, in accordance with this Clause 7, such of the Units entered against his name in the Register or the Depository Register (as the case may be) as are required by the Holder to be repurchased.

7.10 Reporting Requirements

Subject to the relevant laws, regulations and guidelines, for so long as the Trust is Listed on the SGX-ST, the Manager shall:

- **7.10.1** notify the SGX-ST (in the form of an announcement on the SGX-ST) of all purchases of Units in accordance with the Listing Rules and in such form and with such details as the SGX-ST may prescribe; and
- 7.10.2 make an announcement on the SGX-ST at the same time it notifies the SGX-ST of any purchase of Units pursuant to any Unit Buy-Back Mandate, that the board of directors of the Manager is satisfied on reasonable grounds that, immediately after the purchase of Units, the Manager will be able to fulfil, from the Deposited Property, the Liabilities as these liabilities fall due."

2. The rights of Unitholders in respect of distribution

"11. Distributions

11.1 Distribution of Income

Subject to this Clause 11, the Manager shall make regular distributions of all (or such lower percentage as determined by the Manager in its absolute discretion, subject to compliance with the Tax Ruling) of:

- (a) the Net Taxable Income (excluding gains from sale of Real Estate determined by the IRAS to be trading gains); and
- (b) the Net Tax-Exempt Income,

to Holders at quarterly, half-yearly or yearly intervals or at such other intervals as the Manager shall decide in its absolute discretion.

11.2 Manager to collect

The Manager must collect and pay to the Trustee and the Trustee must receive all moneys, rights and property paid or receivable in respect of the Trust.

11.3 Determination of Income and Reserves

The Manager (acting after consulting the Auditors) is to determine whether any item is income in nature or capital in nature and the extent to which reserves or provisions need to be made. If the Manager determines any item to be capital it may apply it to any item in the balance sheet of the Trust including, without limitation, Holders' funds and Investments. This Clause 11.3 applies to distributions and to books of account.

11.4 Frequency of Distribution of Income

The Manager will endeavour to ensure that for each Financial Year there is at least one Distribution Period. For each Distribution Period the Manager will calculate, and the Trustee will distribute, each Holder's Distribution Entitlement, in accordance with the provisions of this Clause 11.

11.5 Distribution Entitlement

11.5.1 "Distribution Amount" for a period is to be determined in accordance with the following formula:

$$DA = NTI + I + E + C$$

Where:

DA is the Distribution Amount;

- NTI is the Net Taxable Income for the period determined by the Manager less an amount equal to so much of the Net Taxable Income for that period directly assessed to Tax on the Trustee and in respect of which Tax has been paid or is payable by the Trustee;
- I is so much of the amount (which may be a negative amount) by which Net Taxable Income as agreed between the Manager and the IRAS for any Financial Year preceding the Financial Year in which the Distribution Period occurs (less an amount equal to so much of the Net Taxable Income for that period directly assessed to Tax on the Trustee and in respect of which Tax has been paid or is payable by the Trustee), exceeds or is less than the Net Taxable Income for that preceding Financial Year distributed pursuant to this Clause 11 as NTI but so that the amount is only taken into account in determining the Distribution Amount for the Distribution Period immediately following the agreement between the IRAS and the Manager;
- E is any amount of Net Tax-Exempt Income which the Manager has determined is to be distributed; and
- C is any additional amount (including capital), which may be a negative amount, which the Manager has determined is to be distributed or if thought fit by the Manager, to be transferred to or from an undistributed income reserve account.

11.5.2 Each Holder's Distribution Entitlement is to be determined in accordance with the following formula:

$$DA \times \frac{UH}{UI}$$

where:

DA is the Distribution Amount;

- UH is the number of Units held by the Holder or (as the case may be) the Depositor, at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent he is entitled to participate in the Distribution Amount; and
- UI is the number of Units in issue in the Trust at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent he is entitled to participate in the Distribution Amount.

11.6 Distribution of Entitlement

- 11.6.1 The Trustee must in respect of each Distribution Period pay to each Holder or (as the case may be) each Depositor, his Distribution Entitlement on or before the Distribution Date for the Distribution Period.
- 11.6.2 For the purpose of identifying the persons who are entitled to the Distribution Entitlement for a Distribution Period, the persons who are Holders or (as the case may be) Depositors on the Record Date for that Distribution Period have an absolute, vested and indefeasible interest in the Income of that Distribution Period.
- 11.6.3 The Manager and the Trustee must deduct from each Holder's or (as the case may be) each Depositor's Distribution Entitlement all amounts which:
 - (i) are necessary to avoid distributing a fraction of a cent;
 - (ii) the Manager determines not to be practical to distribute on a Distribution Date;
 - (iii) equal any amount of Tax which has been paid or which the Manager determines is or may be payable by the Trustee or the Manager in respect of the portion of the income of the Trust attributable to such Holder or (as the case may be) such Depositor, or the amount of the distribution otherwise distributable to such Holder or (as the case may be) such Depositor;
 - (iv) are required to be deducted by law, the Tax Ruling or this Deed; or
 - (v) are payable by the Holder or (as the case may be) the Depositor, to the Trustee or the Manager.
- **11.6.4** The Manager must direct the Trustee as to how any sum so retained is to be applied and/or paid.

11.7 Holder Notification

Each Holder or (as the case may be) each Depositor must as and when required by the Manager provide such information as to his place of residence for taxation purposes as the Manager may from time to time determine.

11.8 Composition of Distribution

Following the end of each Financial Year, the Manager must notify each Holder or (as the case may be) each Depositor of:

- 11.8.1 the extent to which a distribution under this Clause 11 is composed of, and the types of, income and capital; and
- 11.8.2 any amounts deducted under Clauses 11.6.3(iii) and 11.6.3(iv).

11.9 Tax Declaration Forms and Tax Distribution Vouchers

- 11.9.1 The Manager shall where necessary in respect of each Distribution Period before the Distribution Amounts are paid out send to each Holder or (as the case may be) each Depositor, a tax declaration form for the purpose of each Holder or (as the case may be) Depositor declaring his tax status. The Manager and the Trustee may rely on any representation made by a Holder or (as the case may be) Depositor as to his tax status made on each relevant tax declaration form returned to the Manager (or its agent) or the Trustee to determine whether or not to deduct Tax from the Distribution Amount. If a Holder or (as the case may be) Depositor fails to make any such declaration in time for a distribution, the Manager and the Trustee shall proceed to deduct the appropriate amount of Tax from the Distribution Amount due to that Holder or that Depositor.
- 11.9.2 On a distribution having been made, the Trustee shall where necessary issue to each Holder or (as the case may be) each Depositor, a tax distribution voucher prepared by the Manager in a form approved by the Trustee and the IRAS. In the case of any distribution made or on termination of the Trust, each tax distribution voucher shall show what proportion of the distribution represents capital, what proportion represents income exempt from Singapore income tax or income subject to Singapore income tax and what proportion represents the tax portion of any tax payable by the Trustee on income and gains attributable to the Holders.

11.10 Categories and Sources of Income

- 11.10.1 For any category or source of income the Manager may keep separate accounts and allocate the income from any category or source to any Holder or (as the case may be) any Depositor.
- **11.10.2** The Manager may cause the distribution of any amount recorded in an account or record kept pursuant to Clause 11.10.1 before the distribution of any other amount.

11.11 Distribution Reinvestment Arrangements

The Manager may advise Holders or (as the case may be) Depositors, from time to time in writing that Holders or (as the case may be) Depositors, may on terms specified in the notice participate in an arrangement under which Holders or (as the case may be) Depositors may request that all or a proportion of specified distributions due to them be applied to the issue of further Units, PROVIDED THAT the Issue Price for any such Units to be issued shall be the Issue Price specified in Clause 5.3 as appropriate if the Units are Listed and Clause 5.4 if the Units are Unlisted. The Units so issued shall be deemed to be purchased by such Holders or (as the case may be) such Depositors. The Manager shall be entitled to amend the terms of any such distribution reinvestment arrangements from time to time by notice in writing to Holders.

11.12 Capitalisation of Undistributed Distribution Amount

Prior to the Listing Date, the Manager, with the agreement of all Holders, may elect not to distribute in accordance with Clause 11.4 and in lieu of such distribution capitalise the undistributed Distribution Amount.

12. Place and Conditions of Payment

12.1 Place and Conditions of Payment

Any moneys payable by the Trustee to any Holder on the relevant Record Date under the provisions of this Deed shall be paid in the case of Holders who do not hold their Units jointly with any other person, by cheque or warrant sent through the post to the registered address of such Holder or, in the case of Joint Holders, to the registered address of the Joint Holder who is first named in the Register or to the registered address of any other of the Joint Holders as may be authorised by all of them. Every such cheque or warrant shall be made payable to the order of the person to whom it is delivered or sent and payment of the cheque or warrant by the banker upon whom it is drawn shall be a satisfaction of the moneys payable and shall be a good discharge to the Trustee. Where the Trustee receives the necessary authority in such form as the Trustee shall consider sufficient, the Trustee shall pay the amount due to any Holder to his bankers or other agent and the receipt of such amount by such bankers or other agent shall be a good discharge therefor. Any moneys payable by the Trustee to any Depositor appearing in the Depository Register on the relevant Record Date under the provisions of this Deed shall be paid, in the case of such Depositor's Units credited into a Securities Account, by transferring such moneys into the Depository's bank account (as notified to the Manager and the Trustee) and by the Trustee causing the Depository to make payment thereof to such Depositor by cheque sent through the post to the address of such Depositor on record with the Depository or, in the case of Joint Depositors, to the registered address of the Joint Depositors on record with the Depository or by any other form as may be agreed between the Manager and the Depository. Payment of the moneys by the Trustee to the Depository shall be a satisfaction of the moneys payable to the relevant Holder and shall be a good discharge to the Trustee. Any charges payable to the Depository for the distribution of moneys to Depositors under this Deed shall be borne out of the Deposited Property. No amount payable to any Holder or Depositor shall bear interest.

12.2 Deductions

Before any payment is made to a Holder, there shall be deducted such amounts as any law of Singapore or any law of any other country in which such payment is made may require or allow in respect of any income or other taxes, charges or assessments whatsoever and there may also be deducted the amount of any stamp duties or other government taxes or charges payable by the Manager or (as the case may be) the Trustee for which the Manager or the Trustee (as the case may be) may be made liable in respect of or in connection therewith. Neither the Manager or (as the case may be) a Depositor for any payment made or suffered by the Manager or (as the case may be) the Trustee in good faith and in the absence of fraud, negligence, wilful default, a breach of this Deed or a breach of trust (in the case of the Trustee) to any duly empowered fiscal authority of Singapore or elsewhere for taxes or other charges in any way arising out of or relating to any transaction of whatsoever nature under this Deed notwithstanding that any such payments ought not to be, or need not have been, made or suffered to be made.

12.3 Receipt of Holders

The receipt of the Holder or (as the case may be) the Depository on behalf of the Depositors, for any amounts payable in respect of Units shall be a good discharge to the Manager or (as the case may be) the Trustee and if several persons are registered as Joint Holders or (as the case may be) Joint Depositors or, in consequence of the death of a Holder or (as the case may be) a Depositor, are entitled to be so registered, any one of them may give effectual receipts for any such amounts.

12.4 Unclaimed Moneys

Any moneys payable to a Holder or (as the case may be) a Depositor under this Deed which remain unclaimed after a period of 12 months shall be accumulated in a special account (the "Unclaimed Moneys Account") from which the Trustee may from time to time make payments to a Holder claiming any such moneys and, subject to Clause 26, the Trustee shall cause such sums which represent moneys remaining in the Unclaimed Moneys Account for five years after the date for payment of such moneys into the Unclaimed Moneys Account and interest, if any, earned thereon to be paid into Court after deducting from such sum all fees, costs and expenses incurred in relation to such payment into Court PROVIDED THAT if the said moneys are insufficient to meet all such fees, costs and expenses, the Trustee shall be entitled to have recourse to the Deposited Property."

3. The rights of Unitholders in respect of voting

"13. Voting Rights in Respect of the Deposited Property

13.1 Manager's Right to Determine How Voting Rights are Exercised

Except as otherwise expressly provided and subject to Clause 10.4 relating to Special Purpose Vehicles owned by the Trustee, all rights of voting conferred by any of the Deposited Property shall be exercised in such manner as the Manager may in writing direct and the Manager may refrain at its own discretion from the exercise of any voting rights and no Holder or (as the case may be) no Depositor shall have any right to interfere or complain.

The Trustee shall upon written request by and at the expense of the Manager from time to time execute and deliver or cause to be executed or delivered to the Manager or its nominees such powers of attorney or proxies as the Manager may reasonably require, in such name or names as the Manager may request, authorising such attorneys and proxies to vote, consent or otherwise act in respect of all or any part of the Deposited Property.

The Manager shall be entitled to exercise the said rights in what the Manager may consider to be the best interests of the Holders and the Depositors, but neither the Manager nor the Trustee shall be under any liability or responsibility in respect of the management of the Investment in question nor in respect of any vote, action or consent given or taken or not given or not taken by the Manager whether in person or by proxy, and neither the Trustee nor the Manager nor the holder of any such proxy or power of attorney shall incur any liability or responsibility by reason of any error of law or mistake of fact or any matter or thing done or omitted to be done or approval voted or given or withheld by the Trustee or Manager or by the holder of such proxy or power of attorney under this Deed; and the Trustee shall be under no obligation to anyone and shall not incur any liability with respect to any action taken or caused to be taken or omitted to be taken by the Manager or by any such proxy or attorney.

The Manager shall in respect of its having exercised or not having exercised any such right of voting, action or consent keep a written record of such exercise or non-exercise and shall at all reasonable times during Business Hours give the Trustee and any Holder reasonable access to such record and allow the Trustee and any Holder to inspect such record but neither the Trustee nor any Holder shall be entitled to remove the same or to make any entries therein or alterations thereto, provided always that if such record is kept on magnetic tape or in accordance with some other mechanical or electrical system the provisions of this Clause 13.1 may be satisfied by the production of legible evidence of the contents of such record.

13.2 Construction of Voting Rights

The phrase "rights of voting" or the word "vote" used in this Clause 13 shall be deemed to include not only a vote at a meeting but any consent to or approval of any arrangement, scheme or resolution or any alteration in or abandonment of any rights attaching to any part of the Deposited Property and the right to requisition or join in a requisition to convene any meeting or to give notice of any resolution or to circulate any statement.

30. Meetings of Holders

The provisions set out in Schedule 1 relating to meetings of Holders shall have effect as if the same were included herein.

Schedule 1 – Meetings of Holders

1. The Trustee or the Manager may (and the Manager shall at the request in writing of not less than 50 Holders or Holders representing not less than 10 per cent. of the issued Units of the Trust) at any time convene a meeting of Holders at such time and place (subject as hereinafter provided) as may be thought fit and the following provisions of this Schedule shall apply thereto.

A general meeting of Holders to be called the "Annual General Meeting" shall, in addition to any other meeting, be held once in every calendar year, commencing from the year 2010, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place (subject as hereinafter provided) as may be thought fit and the following provisions of this Schedule shall apply thereto. Any director, the

secretary and any solicitor of the Manager, the Trustee and directors and any authorised official and any solicitor of the Trustee shall be entitled to attend and be heard at any such meeting. Any such meeting convened shall be held in Singapore. All other general meetings of Holders shall be called Extraordinary General Meetings.

- 2. Prior to the Listing Date, the Manager or (being a Holder) any Associate thereof shall be entitled to receive notice of and attend at any such meeting and shall be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the Manager or any Associate has a material interest.
- 3. After the Listing Date, the Manager or (being a Holder) any Associate thereof shall be entitled to receive notice of and attend at any such meeting but shall, subject to Clause 24.1.4 of this Deed, not be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the Manager or any Associate has a material interest (including, for the avoidance of doubt, interested person transactions (as defined in the Listing Rules) and interested party transactions (as defined in the Property Funds Appendix) and accordingly for the purposes of the following provisions of this Schedule, Units held or deemed to be held by the Manager or any Associate shall not be regarded as being in issue under such circumstances. Any director, the secretary and any solicitor of the Manager, the Trustee and directors and any authorised official and any solicitor of the Trustee shall be entitled to attend and be heard at any such meeting. Any such meeting convened shall be held in Singapore.
- 4. After the Listing Date, for so long as ESR Trust Management (Suntec) Limited is the Manager and Cheung Kong (Holdings) Limited and/or Mr Lim Hwee Chiang, John are controlling shareholders (as defined in the Listing Rules) of ESR Trust Management (Suntec) Limited, Cheung Kong (Holdings) Limited and its Associates, or Mr Lim Hwee Chiang, John and his Associates (in each case where he is a Holder) shall be entitled to receive notice of and attend at any such meeting but shall, subject to Clause 24.1.4 of this Deed, not be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which Cheung Kong (Holdings) Limited or its Associates or, as the case may be, Mr Lim Hwee Chiang, John or his Associates has a material interest (including, for the avoidance of doubt, any interested person transactions (as defined in the Listing Rules)) and accordingly for the purposes of the following provisions of this Schedule, Units held or deemed to be held by Cheung Kong (Holdings) Limited or its Associates or, as the case may be, Mr Lim Hwee Chiang, John or his Associates shall not be regarded as being in issue under such circumstances. Any such meeting convened shall be held in Singapore.
- 5. A meeting of Holders duly convened and held in accordance with the provisions of this Schedule shall be competent by:
 - (i) Extraordinary Resolution to:
 - (a) sanction any modification, alteration or addition to the provisions of this Deed which shall be agreed by the Trustee and the Manager as provided in Clause 28 of this Deed:
 - (b) sanction a supplemental deed increasing the maximum permitted limit or any change in the structure of the Management Fee (including the Base Fee and the Performance Fee), the Acquisition Fee, the Divestment Fee and the Trustee's remuneration as provided in Clause 15 of this Deed;
 - (c) sanction any issue of Units by the Manager pursuant to Clause 5.1.4 of this Deed;

- (d) remove the Auditors as provided in Clause 22.3 of this Deed;
- (e) remove the Trustee as provided in Clause 23.3.4 of this Deed; and
- (f) direct the Trustee to take any action pursuant to Section 295 of the Securities and Futures Act; and
- (ii) a resolution duly proposed and passed as such by a simple majority of Holders present and voting at a general meeting, with no Holder being disenfranchised to remove the Manager as provided in Clause 24.1.4 of this Deed,

and shall have such further or other powers under such terms and conditions as may be determined by the Manager with the prior written approval of the Trustee. Any decision to be made by resolution of the Holders other than those specified in paragraph 6(i) shall be made by Ordinary Resolution, unless an Extraordinary Resolution is required by the Securities and Futures Act, the Code or the Listing Rules.

- 5.1 Subject to paragraph 5.2 below, at least 2 days' notice (prior to the Listing Date) or 14 days' notice (after the Listing Date) (not inclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every meeting shall be given to the Holders in the manner provided in this Deed. The notice shall specify the place, day and hour of meeting and the terms of the resolutions to be proposed. A copy of the notice shall be sent by post to the Trustee unless the meeting shall be convened by the Trustee. The accidental omission to give notice to or the non-receipt of notice by any of the Holders shall not invalidate the proceedings at any meeting.
- 5.2 Notwithstanding the provisions of paragraph 5.1 above, a meeting of Holders convened by the Trustee under Section 295 of the Securities and Futures Act shall be summoned (i) by 21 days' notice at least (inclusive of the day on which the notice is given) of such meeting given to the Holders in the manner provided in this Deed and (ii) by publishing, at least 21 days before the proposed meeting, an advertisement giving notice of the meeting in at least four local daily newspapers, one each published in the English, Malay, Chinese and Tamil languages.
- 6. The quorum shall be not less than two Holders present in person or by proxy of one-tenth in value of all the Units for the time being in issue. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.
- 7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such day and time being not less than 15 days thereafter and to such place as shall be determined for the purpose by the Chairman of the meeting. Notice of the adjourned meeting shall be given in the same manner as for an original meeting. Such notice shall state that the Holders present at the adjourned meeting whatever their number and the value of the Units held by them will form a quorum thereat. At any such adjourned meeting the Holders present in person or by proxy thereat shall be a quorum.
- 8. A person nominated in writing by the Trustee shall preside at every meeting and if no such person is nominated or if at any meeting the person nominated shall not be present within fifteen minutes after the time appointed for holding the meeting, the Holders present shall choose one of their number to be Chairman.

- 9. The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.
- 10. At any meeting a resolution put to the vote of the meeting shall, subject to the requirements of the prevailing relevant laws, regulations and guidelines, be decided on a poll. A Holder shall not be entitled to vote unless all calls or other sums personally payable by him in respect of Units have been paid.
- 11. A poll shall be taken in such manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was conducted.
- 12. A poll shall be taken at such time and place as the Chairman directs.
- 13. Notwithstanding any provisions to the contrary in this Deed, the Manager may determine that the proxy vote at any meeting may be received electronically through a proxy voting website, and if the Manager so determines that the proxy vote may be received electronically through a proxy voting website, a Holder may for such meeting vote by proxy electronically through the proxy voting website, provided that the Holder have enrolled or registered at such proxy voting website (if such enrolment or registration is required).
- 14. On a poll every Holder who is present in person or by proxy shall have one vote for every Unit of which he is the Holder. A person entitled to more than one vote need not use all his votes or cast them the same way.
- 15. In the case of Joint Holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the vote of the other Joint Holders and for this purpose seniority shall be determined by the order in which the names stand in the Register, the first being the senior.
- 16. On a poll votes may be given either personally or by proxy.
- 17. The instrument appointing a proxy shall be in writing, under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.
- 18. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at such place as the Trustee or the Manager with the approval of the Trustee may in the notice convening the meeting direct or if no such place is appointed then at the registered office of the Manager not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a Holder.
- 19. An instrument of proxy may be in the usual common form or in any other form which the Trustee shall approve.

- 20. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the Units in respect of which the proxy is given PROVIDED THAT no intimation in writing of such death, insanity, revocation or transfer shall have been received at the place appointed for the deposit of proxies or if no such place is appointed at the registered office of the Manager before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 21. Notwithstanding anything in this Deed, where a Holder is a Relevant Intermediary, the Holder may appoint more than one proxy to exercise all or any of its rights to attend, speak and vote at every meeting, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by it (which number of Units and Class shall be specified).
- 22. Minutes of all resolutions and proceedings at every meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Manager at the expense of the Manager and any such minute as aforesaid if purporting to be signed by the Chairman of the meeting shall be conclusive evidence of the matters therein stated and until the contrary is proved, every such meeting in respect of the proceedings of which minutes have been made shall be deemed to have been duly held and convened and all resolutions passed thereat to have been duly passed.
- 23. A resolution in writing signed by or on behalf of all the Holders for the time being entitled to receive notice of any meeting of Holders shall be as valid and effectual as an Extraordinary Resolution passed at a meeting of those Holders duly called and constituted. Such resolution may be contained in one document or in several documents in the like form each signed by or on behalf of one or more of the Holders concerned.
- 24. For the purpose of this Deed, an Extraordinary Resolution means a resolution proposed and passed as such by a majority consisting of 75 per cent. or more of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 48 hours before the time of such meeting as certified by the Depository to the Manager and an Ordinary Resolution means a resolution proposed and passed as such by a majority being greater than 50 per cent. or more of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 48 hours before the time of such meeting as certified by the Depository to the Manager.

An Extraordinary Resolution or (as the case may be) an Ordinary Resolution shall be binding on all Holders whether or not present at the relevant meeting and each of the Holders, the Trustee and the Manager shall, subject to the provision relating to indemnity in this Deed, be bound to give effect thereto accordingly.

- 25. A corporation, being a Holder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Holders and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 26. For the purposes of determining the number of Units held in respect of Units registered in the name of the Depository and the number of votes which a particular Holder may cast in respect of such Units, each of the Trustee and the Manager shall be entitled and bound to accept as accurate the number of Units credited into the Securities Account(s) of the relevant depositor as shown in the records of the Depository as at a time not earlier than

48 hours prior to the time of the relevant meeting, supplied by the Depository to the Trustee, and to accept as the maximum number of votes which in aggregate that depositor and his proxy(ies) (if any) are able to cast on a poll a number which is the number of Units credited into the Securities Account(s) of the relevant depositor, as shown in the aforementioned records of the Depository, whether that number is greater or smaller than that specified by the depositor or in the instrument of proxy. Neither the Trustee nor the Manager shall under any circumstances be responsible for, or liable to any person as a result of it, acting upon or relying on the aforementioned records of the Depository.

- 27. Notwithstanding anything in this Deed, where a corporation is beneficially entitled to all the Units in issue and a minute is signed by a duly authorised representative of the corporation stating that any act, matter, or thing, or any Ordinary Resolution or Extraordinary Resolution, required by this Deed to be made, performed, or passed by or at a meeting of Holders has been made, performed, or passed, that act, matter, thing, or resolution shall, for all purposes, be deemed to have been duly made, performed, or passed by or at a meeting of Holders duly convened and at which a quorum is formed. For the avoidance of doubt, paragraph 7 of this Schedule need not be complied with when any act, matter, thing, or resolution is be deemed to have been duly made, performed, or passed by or at a duly convened meeting of Holders by virtue of this paragraph 27.
- 28. Notwithstanding anything in this Deed, Holders who have used their CPF monies to subscribe or purchase Units through the CPF Investment Scheme are allowed to attend any general meetings, PROVIDED THAT such Holders have submitted their requests to attend the general meeting through their CPF agent banks."

APPENDIX G

VALUATION SUMMARY LETTERS



20 December 2024

Cushman & Wakefield VHS Pte. Ltd. 88 Market Street #47-01 CapitaSpring Singapore 048948 Tel +65 6535 3232 Fax +65 6535 1028

Company Registration No. 200709839D

cushmanwakefield.com

HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Suntec Real Estate Investment Trust ("Suntec REIT")); and

ESR Trust Management (Suntec) Limited 5 Temasek Boulevard #12-01 Suntec Tower Five Singapore 038985

Dear Sirs/Mesdames,

VALUATION OF SUNTEC REIT'S PROPERTIES AS FOLLOWS:

- 1. Suntec City Office, 5, 6, 7, 8 and 9 Temasek Boulevard, Singapore 038985/86/87/88/89
- 2. Suntec City Mall, 3 Temasek Boulevard, Singapore 038983
- 3. 8 & 10 Marina Boulevard, Marina Bay Financial Centre Tower 1 & 2 and 8A Marina Boulevard, Marina Bay Link Mall, Singapore 018981/83/84
- 4. One Raffles Quay, 1 Raffles Quay, Singapore 048583
- 5. Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard Singapore 039593; and part of Suntec City Mall, 3 Temasek Boulevard Singapore 038983

(together the "Properties")

Cushman & Wakefield ("C&W") has been instructed by HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Suntec REIT) (the "Trustee") and ESR Trust Management (Suntec) Limited (the "Manager") to provide the Market Values as at 20 December 2024 and reports in respect of the abovementioned properties ("the Properties") for financial reporting and with a summary valuation letter and valuation certificates to be included in the circular to be issued by the Manager in connection with a mandatory conditional cash offer for units in Suntec REIT ("the offer"). The reliant parties on the reports are the Trustee and the Manager; and DBS Bank Ltd. (as Facility Agent to the Lenders) for Suntec City Mall only.

C&W has prepared the valuation in accordance with the requirements of the instruction and the following international definition of Market Value:

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

The valuation has been made on the assumption that the owner sells the property on the open market in their existing state taking into account the terms of the existing occupancy arrangements, where appropriate, but without the benefit of any other deferred term contract, joint venture or any similar arrangement which would affect the value of the property.

We provide a valuation summary on the Properties together with the key factors that have been considered in determining the market value of the Properties. The value conclusion reflects all information known by the valuers of C&W who worked on the valuation in respect to the Properties, market conditions and available data.

Reliance on This Letter

This letter is a summary of the report that C&W has prepared and it does not contain all the necessary information and assumptions that are included in the report. Further reference may be made to the report, a copy of which is held by the Manager.

The valuation contained in the report is not a guarantee or a prediction but is based on the information obtained from reliable and reputable agencies for matters such as title searches and subscribed/published sources for matters such as transaction comparables, the Manager and other related parties. Whilst C&W has endeavoured to obtain accurate information, it has not independently verified all the information provided by the Manager or other reliable and reputable agencies.

C&W has also relied to a considerable extent the property data provided by the Manager on matters such as land leases, strata units, tenancy details, income and expenses information, site and building plans, site and floor areas, dates of completion, Green Mark certification and all other relevant matters.



VALUATION OF SUNTEC REIT'S PORTFOLIO IN SINGAPORE

Also, in the course of the valuation, we have assumed that all leases are legally valid and enforceable and the Properties have proper legal titles that can be freely transferred, leased and sub-leased in the market without being subject to any land premium or any extra charges, C&W has no reason to doubt the truth and accuracy of the information provided to us which is material to the valuation.

No allowance has been made in the valuation for any charges, mortgages or amounts owing on the Properties. C&W has assumed that the Properties are free from encumbrances, restrictions or other outgoings of an onerous nature which would affect the market values, other than those which have been made known to C&W.

The methodologies used in valuing the Properties, are namely, the Discounted Cash Flow Analysis, Capitalisation Approach and Comparison Method, where appropriate.

The income approaches, where used, are based on our professional opinion and estimates of the future results and are not guarantees or predictions. Each methodology is based on a set of assumptions as to the income and expenses taking into consideration the changes in economic conditions and other relevant factors affecting the property. The resultant value is, in our opinion, the best estimate but it is not to be construed as a guarantee or prediction and it is fully dependent upon the accuracy of the assumptions made. This summary does not contain all the necessary support data and details included in the report. For further information on that, reference should be made to the report to understand the complexity of the methodologies and the variables involved in order to appreciate the context in which the values are arrived at.

We have not conducted structural surveys nor tested the building services as this is not part of our terms of reference and, as such, we cannot report that the Properties are free from rot, infestation or any other structural defects. For the purpose of this valuation, the Properties are assumed to be in sound structural condition and the building services in good working order. Our valuation assumes that the premises and any works thereto comply with all relevant statutory and planning regulations.

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

Valuation Rationale

In arriving at our valuation, we have considered relevant general and economic factors and researched recent transactions of comparable properties that have occurred in the vicinity or in similar standard localities. We have utilized the Discounted Cash Flow Analysis, Capitalisation Approach and Comparison Method, where appropriate. We have accorded weightage on each method, where adopted, in undertaking our assessment of a property.

Discounted Cash Flow Analysis

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

We have investigated the current market requirements for a return over the investment period from the relevant market sector in order to determine the appropriate discount rates for the property.

Our selected terminal capitalisation rate used to estimate the terminal sale price, where applicable, takes into consideration perceived market conditions in the future, estimated tenancy and cash flow profile and the overall physical condition of the building at the end of the investment period. The adopted terminal capitalisation rate, additionally, has regard to the duration of the remaining tenure of the property at the end of the cash flow period.

Capitalisation Approach

Where appropriate, we have also utilized the Capitalisation Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalised at appropriate capitalisation rate over the remaining lease term or tenure.

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

Comparison Method

In the Comparison Method, reference to comparable sale transactions where available in the relevant market have been made, where appropriate. Adjustments for differences such as location, tenure, age and condition and sizes, amongst other factors, are made between the property and the comparables.





Summary of Valuation

The valuation of the Properties, free from encumbrances, is summarized below:

Property Name	NLA (sq m)	Market Value as at 20 Dec 2024 (SGD)
Suntec City Offices ("SCO")	112,761.0	S\$3,296,000,000
Suntec City Mall ("SCM")	73,476.0	S\$2,183,000,000
Marina Bay Financial Centre Tower 1 & 2 and Marina Bay Link Mall	159,591.5	\$\$5,500,000,000 \$\$1,833,333,000 (one-third interest)
One Raffles Quay	123,323.7	S\$4,080,000,000 S\$1,360,000,000 (one-third interest)
Suntec Singapore Convention & Exhibition Centre and part of Suntec City Mall	73,615.6	S\$746,700,000

The total Market Value is \$\$15,805,700,000 (100% interest) and \$\$9,419,033,333 (considering Suntec REIT's one-third interests where described above).

Our valuation is exclusive of Goods and Services Tax, where applicable.

The Valuation Certificates containing more property details are attached.

Disclaimers and General Comments

We have prepared this valuation summary on the Property inclusion in the circular to be issued by the Manager in connection with the offer. We only make warranty or representation as to the accuracy of the information in this valuation summary and the report.

All information provided to us is treated as correct and true and we accept no responsibility for subsequent changes in information and reserve the right to change our valuation if any information provided were to materially change.

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our personal, unbiased professional analyses, opinions and conclusions.

We have no present or prospective interest in the Property and are not a related corporation of nor do we have a relationship with the property owner(s) or other party/parties whom the client is contracting with.

The valuer's compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

We hereby certify that the valuers undertaking the valuation are authorized to practice as valuers in the respective jurisdictions and have more than 10 years' experience in valuing similar types of properties.

Yours faithfully,

For and on behalf of

CUSHMAN & WAKEFIELD VHS PTE. LTD.

Chew May Yenk

MSISV,

Licensed Appraiser No AD41-2004419H

Executive Director

Valuation & Advisory, Singapore

Enc: Valuation Certificate



Date of Valuation: 20 December 2024

Property Address: Suntec City Office, 5, 6, 7, 8 and 9 Temasek

Singapore 038985/86/87/88/89 Boulevard,

"Property")

Client: HSBC Institutional Trust Services (Singapore)

Limited (as Trustee of Suntec REIT)

Interest Valued: Leasehold interest in the Property with balance 63

years approximately.

Purpose of Valuation: For financial reporting and inclusion in the circular to

be issued by Suntec REIT's manager in connection

with the offer.

Basis of Valuation Market value of the remaining leasehold interest in the Property, with existing

tenancy arrangements.

Registered Proprietor: The Property is held in trust by HSBC Institutional Trust Services (Singapore)

Legal Description: The subject development is developed on land Lot 904X Town Subdivision 11.

The Property is held under 136 strata titles in the development.

Tenure: Leasehold 99 years commencing 1 March 1989 (balance approximately 63 years)

Master Plan Zoning: Zoned "Commercial" use with plot ratio up to 4.1 (2019 Edition)

Location Description: Suntec City Office is located along Temasek Boulevard, within the larger Suntec

City Development within the Central Business District (CBD). It is well connected by both public transport and the MRT network. Surrounding developments are

primarily commercial in nature comprising offices, retail and hotels.

Brief Description of Property:

Suntec City is an iconic integrated development which comprises five Grade A office towers, a world-class convention and exhibition centre, and one of Singapore's largest shopping malls. The development was completed in various phases between 1994 and 1997. The office towers have undergone upgrading

works between 2019 and 2022.

The Property accommodates multi-tenanted strata office units across Suntec Tower One, Two, Three, and all strata units in Suntec Tower Four and Five. The office development was awarded the Green Mark Platinum Award by the Building

and Construction Authority ("BCA")

Total Strata Floor Area

("SFA"):

114,451.0 square metres – according to information provided

Total Net Lettable Area

("NLA"):

112,761.0 square metres – according to information provided

Tenancy Details: The Property is multi-tenanted. According to the tenancy information provided to

us, the occupancy was about 98% including committed tenancies. The average passing gross rent was around \$11.19 per sq ft per month ("psfpm"). The weighted average lease expiry ("WALE") by NLA and by gross rent is about 2.03 and 2.07

years respectively.

Discounted Cash Flow Analysis | Capitalisation Approach | Comparison Method Valuation Approaches:

Capitalisation Rate: 3.50% **Terminal Capitalisation**

Rate:

3.75%

Discount Rate: 6.75%

Valuation as at 20 December 2024: subject to existing tenancies and assuming free from encumbrances

Market Value: S\$3,296,000,000

(approximately S\$28,798psm or \$2,675psf over SFA and

S\$29,230psm or S\$2,716psf over NLA)



Date of Valuation: 20 December 2024

Suntec City Mall, 3 Temasek Boulevard, Singapore **Property Address:**

038983 (the "Property")

Client: HSBC Institutional Trust Services (Singapore) Limited

(in its capacity as trustee of Suntec REIT)

Interest Valued: Leasehold interest in the Property with balance 63

years approximately.

Purpose of Valuation: For financial reporting and inclusion in the circular to

be issued by Suntec REIT's manager in connection

with the offer.

Basis of Valuation Market value of the remaining leasehold interest in the Property, with existing

tenancy arrangements.

Registered Lessee: HSBC Institutional Trust Services (Singapore) Limited (in trust)

Legal Description: The Property is held under various subsidiary strata certificates of titles with a total

of 85,326 square metres ("sq m") excluding void of 4,680 sq m. and accessory lots

of 99 sq m.

Leasehold 99 years commencing from 1 March 1989 (balance approximately 63 Tenure:

years)

Master Plan Zoning: Zoned "Commercial" with plot ratio up to 4.1 (2019 Edition)

Location Description: Suntec City Mall is located within the larger Suntec City development within the

Central Business District (CBD). It is well connected by both public transport and the MRT network. Surrounding developments are primarily commercial in nature

comprising offices, retail and hotels.

Brief Description of

Property:

Suntec City is an iconic integrated development which comprises five Grade A office towers, a world-class convention and exhibition centre, and one of

Singapore's largest shopping malls. The development was completed in various

phases between 1994 and 1997.

Suntec City Mall had undergone phases of asset enhancement initiatives ("AEI") between June 2012 and June 2015. The mall is segmented into four zones, the North, East and West Wings, as well as the Fountain Court and houses more than 340 retail units. The Property was awarded the Green Mark Gold Award by BCA.

Strata Floor Area

("SFA")

85,326 sq m, excluding voids of 4,680 sq m and accessory lots of 99 sq m (total:

90,105 sq m)

Net Lettable Area

("NLA"):

73,476 sq m, according to information provided

Tenancy Details: The Property is multi-tenanted. According to the tenancy information, the property

is about 98.3% tenanted including pre-committed tenancies. The average passing gross rent was around \$11.81 per square foot per month ("psfpm"). The weighted average lease expiry ("WALE") by NLA and by gross rent is around 1.9 years each.

Valuation Approaches: Discounted Cash Flow Analysis | Capitalisation Approach | Comparison Method

Capitalisation Rate: 4.50% **Terminal Capitalisation**

Rate:

4.75%

Discount Rate: 6.75%

Valuation as at 20 December 2024:

subject to existing tenancies, assuming free from encumbrances,

Market Value: S\$2,183,000,000/-

(approximately S\$24,227psm or \$2,251psf over SFA

\$29,710psm or \$2,760psf over NLA)



Date of Valuation: 20 December 2024

Property Address: 8 & 10 Marina Boulevard, Marina Bay

Financial Centre Tower 1 & 2 and 8Å Marina Boulevard, Marina Bay Link Mall, Singapore 018981/83/84 (the "Property")

Client: HSBC Institutional Trust Services

(Singapore) Limited (as Trustee of Suntec

REIT)

Interest Valued: Leasehold interest in the Property with

balance 79.8 years approximately.

Purpose of Valuation: For financial reporting and inclusion in the

circular to be issued by Suntec REIT's manager in connection with the offer.

Basis of Valuation Market value of the remaining leasehold interest in the Property, with existing

tenancy arrangements.

Registered Proprietor: BFC Development LLP

Legal Description: Lot 289N of Town Subdivision 30 (Land Lot)

Lots 80006L, 80007C, 80008M, 80009W, 80011M and 80021N of Town

Subdivision 30 (Subterranean Lots)

Tenure: Leasehold 99 years commencing 11 October 2005 (balance approximately

79.8 years)

Master Plan Zoning: Zoned "White" use (2019 Edition)

Location Description: The Property is strategically located along Marina Boulevard/Marina

View/Marina Way/Central Boulevard, within the Marina Bay downtown area in the Central Business District of Singapore. It is directly connected to the

Downtown MRT Station via underground passageways.

Brief Description of

Property:

The Property is part of the Marina Bay Financial Centre integrated development. Marina Bay Financial Centre ("MBFC") Tower 1 is a 33-storey premium Grade A office tower and Tower 2 is a 50-storey premium Grade A office tower. Marina Bay Link Mall is the retail and F&B component of the MBFC development. There is a total of 695 basement car park lots within the Property. The Property including phase 1 of the mall was completed in 2010 while the remaining phase 2 of the mall was completed in 2012. The Property has been

granted the BCA Green Mark Platinum certification.

Land Area: 15,251.3 square metres (Land area)

17,968.8 square metres (Subterranean Lot area)

Gross Floor Area (GFA): 188,798.0 square metres – according to information provided

Net Lettable Area

("NLA"):

Approximately 159,591.5 square metres – according to information provided

and may be broken down into the following:

MBFC Tower 1 & 2 : 150,679.0 square metres Marina Bay Link Mall : 8,912.5 square metres

Tenancy Details: The Property is multi-tenanted. According to the tenancy schedule provided to

us, the occupancy rate is around 97.4%. The average passing gross rent is around S\$11.61 per sq ft per month ("psfpm"), including pre-commitments. The weighted average lease expiry ("WALE") by NLA is around 2.73 years for

office and 2.27 years for retail.

Valuation Approaches: Discounted Cash Flow Analysis | Capitalisation Approach | Comparison

Method (cross check)



VALUATION OF SUNTEC REIT'S PORTFOLIO IN SINGAPORE

Marina Bay Financial Centre Tower 1 & 2 and Marina Bay Link cont'd:

MBFC Tower 1 & 2	Marina Bay Link Mall

Capitalisation Rate:3.40%4.25%Terminal Capitalisation3.65%4.50%

Rate:

Discount Rate: 6.75% 6.75%

Valuation as at 20 December 2024:

subject to existing tenancies and assuming free from encumbrances

Market Value (100% interest)¹: \$\$5,500,000,000

(approximately S\$29,132 psm or \$2,706 psf over GFA S\$34,463 psm or S\$3,202 psf over NLA)

Market Value (1/3 interest)²: S\$1,833,333,000

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¹ Market value based on 100% interest in the Property.

 $^{^{2}}$ Market value based on 1/3 interest in the Property, rounded to the nearest hundred thousand.



Date of Valuation: 20 December 2024

One Raffles Quay, 1 Raffles Quay, Singapore 048583 **Property Address:**

(the "Property")

Client: HSBC Institutional Trust Services (Singapore) Limited (as

Trustee of Suntec REIT)

Interest Valued: Leasehold interest in the Property with balance 75.5 years

approximately.

Purpose of Valuation: For financial reporting and inclusion in the circular to be

issued by Suntec REIT's manager in connection with the

Basis of Valuation Market value of the remaining leasehold interest in the Property, with existing

tenancy arrangements.

Registered Proprietor: One Raffles Quay Pte. Ltd.

Lot 175C Town Subdivision 30 **Legal Description:**

Lot 339V Town Subdivision 30

Lot 80036X Town Subdivision 30 (Subterranean lot)

Lots 175C and 80036X TS30 - Leasehold 99 years commencing 13 June 2001 Tenure:

(balance approximately 75.5 years)

Lot 339V TS30 - Leasehold 99 years commencing from 8 March 2007

Master Plan Zoning: Zoned "White" use with plot ratio up to 13.0 (2019 Edition)

Location Description: The Property is located along Raffles Quay, at its junction with Marina Boulevard,

situated within the Marina Bay business and financial district in the Central

Business District. Raffles Place is situated within walking distance away.

Brief Description of

Property:

The Property is a commercial complex which comprises two Grade A office towers - a 50-storey North Tower and a 29-storey South Tower standing above an 11storey podium block with subterranean retail/ F&B shops that connects to the Raffles Place MRT Station. Car parking facilities include 713 car parking lots

provided from level 3 to 11 of the podium block.

The Temporary Occupation Permit was granted on 24 April 2006 (South Tower and retail component) and 26 October 2006 (North Tower). The Property has been granted/ retained the BCA Green Mark Platinum certification for 2022 to 2025.

Land Area: 11,375.2 square metres (Land area)

4,121.0 square metres (Subterranean Lot area)

Gross Floor Area (GFA): 148,526.0 square metres - according to information provided Net Lettable Area("NLA"): 123,323.7 square metres - according to information provided

The Property is multi-tenanted. According to the tenancy schedule provided to us, **Tenancy Details:**

the occupancy rate is around 98.7%. The average passing gross rent is around S\$11.22 per sq ft per month ("psfpm"), including pre-commitments. The weighted

average lease expiry ("WALE") by NLA is around 2.77 years.

Discounted Cash Flow Analysis | Capitalisation Approach | Comparison Method Valuation Approaches:

(cross check)

Capitalisation Rate: 3.40% **Terminal Capitalisation**

Rate:

3.65%

Discount Rate: 6.75%



VALUATION OF SUNTEC REIT'S PORTFOLIO IN SINGAPORE

One Raffles Quay (cont'd)

Valuation as at 20 December 2024:

subject to existing tenancies and assuming free from encumbrances

Market Value (100% interest)3: S\$4,080,000,000

(approximately S\$27,470psm or \$2,552psf over GFA S\$33,084 psm or S\$3,080 psf over NLA)

Market Value (1/3 interest)4: S\$1,360,000,000

³ Market value based on 100% interest in the Property.

⁴ Market value based on 1/3 interest in the Property.



Date of Valuation: 20 December 2024

Property Address: Suntec Singapore Convention & Exhibition

Centre, 1 Raffles Boulevard Singapore 039593; and part of Suntec City Mall, 3 Temasek Boulevard

Singapore 038983 (the "Property")

Client: HSBC Institutional Trust Services (Singapore) Limited

(in its capacity as trustee of Suntec REIT)

Interest Valued: Leasehold interest in the Property with balance 63

years approximately.

Purpose of Valuation:

For financial reporting and inclusion in the circular to be issued by Suntec REIT's

manager in connection with the offer.

Basis of Valuation Market value of the remaining leasehold interest in the Property, with existing tenancy

arrangements.

Registered Lessee:

Harmony Convention Holding Pte. Ltd.

Legal Description: The Property is held under subsidiary strata certificates of titles with a total of 91,193 sq

m excluding void of 51,473 sq m and accessory lots of 490 sq m

Leasehold 99 years commencing 1 March 1989 (balance approximately 63 years) Tenure:

Master Plan Zoning:

Zoned "Commercial" with plot ratio up to 4.1 (2019 Edition)

Location Description: Suntec Singapore Convention & Exhibition Centre ("SCC") and Suntec City Mall ("SCM") are located within the larger Suntec City development ("Suntec City") in the Central Business District (CBD). It is well connected by both public transport and the MRT network. Surrounding developments are primarily commercial in nature

comprising offices, retail and hotels.

Brief Description of Property:

Suntec City is an iconic integrated development which comprises five Grade A office towers, a world-class convention and exhibition centre, and one of Singapore's largest shopping malls. The development was completed in various phases between 1994 and

1997.

SCC and SCM had undergone phases of asset enhancement initiatives ("AEI") between June 2012 and June 2015. SCM is segmented into four zones, the North, East and West Wings, as well as the Fountain Court and houses more than 380 retail units. The

retail portion of SCC is integrated with SCM and has some 78 units.

The convention centre features 42,000 square metres ("sq m") of flexible customisable space. The facility is said to cater to events from 10 to 10,000 persons.

The Property was awarded the Green Mark Gold Award by BCA.

Strata Floor Area ("SFA")

91,193 sq m excluding strata void of 51,473 sq m and accessory lots of 490 sq m

(total: 143,156 sq m)

Net Lettable Area ("NLA"):

Total of 73,615.6 sq m which may be broken down as follows:

Retail: 13,333.6 sq m

Convention Centre: 60,282 sq m (approximate only)

Tenancy Details:

The retail component is multi-tenanted. According to the tenancy schedule/information up to 25 November 2024 provided to us, the occupancy was about 98.4%. The average passing gross rent was around \$11.27 per square foot per month ("psfpm"). The weighted average lease expiry ("WALE") by NLA and by gross rent is about 1.4 and 1.6 years respectively.

The convention centre component is managed by Suntec Singapore. According to

information provided, the historical net incomes achieved were as follows:

Net Income (\$ million)

2022 \$11.7 2023 \$16.6 YTD 2024 (10 months) \$14.9

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VALUATION OF SUNTEC REIT'S PORTFOLIO IN SINGAPORE

Suntec Singapore Convention & Exhibition Centre cont'd:

Valuation Discounted Cash Flow Analysis | Capitalisation Approach | Comparison Method (where

Approaches: appropriate)

> Retail Component Convention Centre

Capitalisation Rate:

5.25%

Terminal Capitalisation

5.50%

Rate:

Discount Rate: 6.75% 7.00%

4.50%

4.75%

Valuation as at 20 December 2024:

subject to existing tenancies, assuming free from encumbrances,

S\$746,700,000/-Market Value:

(approximately S\$5,216 psm or \$485 psf over SFA \$10,143 psm or \$943 psf over NLA)

20 December 2024

Property: 177 Pacific Highway, North Sydney, NSW, 2060

Property Description
177 Pacific Highway comprises a prominent 31 storey A-grade commercial tower with basement parking completed in 2016. The building consists of a ground floor garden plaza with retail accommodation accessed from Miller and Berry Streets and 30 upper levels of office accommodation serviced by four lowrise lifts, four mid-rise and four high-rise lifts. Two separate lifts servicing the car park, and one goods lift are located in a separate lift lobby on the mezzanine level. Secure car parking is provided across 4 basement levels.

> The subject property is located in a prominent position at the corner of Pacific Highway and Berry Street, within the North Sydney CBD. The property is within close proximity to a number of major commercial buildings and is approximately 400 metres from North Sydney railway station and bus interchange, and 150 metres from the new Victoria Cross metro station that opened in August 2024.

As at the date of valuation, the lettable area of the Subject Property was 100% leased to 11 tenants, including TPG Telecom, Leighton Group Property Services (CMIC Admin Services), Pepper Group and Cisco. There are 7 vacant car spaces. The net passing income is \$40,285,152 per annum with a medium term WALE of 4.83 years by income. The Net Lettable Area (NLA) is 40,032.55 square metres

The building has strong sustainability credentials including a 5 star Green Star rating, NABERS Energy Rating of 5.5 Stars and a NABERS Water Rating of 5.0 Stars.

Summary

Property

177 Pacific Highway, North Sydney, NSW, 2060

Prepared for

The Trust Company (Australia) Limited as Trustee of Suntec REIT (Australia) Trust

The valuation was prepared for The Trust Company (PTAL) Limited ATF Suntec REIT 177 Trust.

Reliant parties are noted as:

Reliant Parties

The Trust Company (PTAL) Limited ATF Suntec REIT 177 Trust.

HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of Suntec Real

Estate Investment Trust.

ANZ Banking Group Ltd and ANZ Fiduciary Services Pty Ltd (as Security Trustee).

ESR WIM (Australia) Pty Limited as Investment Manager.

ESR Trust Management (Suntec) Limited, as manager of Suntec Real Estate Investment Trust. For the purpose of financial reporting and inclusion in an Offeree Circular on Singapore Exchange

Securities Trading Limited (SGX-ST)

15 October 2024

Valuation Purpose Date of Valuation

We confirm that the valuation adopted for the Subject Property as at 15 October 2024 remains appropriate

as at 20 December 2024 (at the time of writing this letter).

Interest Valued Valuation Approaches

100% Freehold Interest

Capitalisation of Net Income and Discounted Cash Flow (DCF)

Adopted Values

AUD \$590,000,000 plus GST (if anv).

(FIVE HUNDRED NINETY MILLION DOLLARS) plus GST (if any). The above represents JLL's opinion of the market value of the Subject Property on the Date of Valuation.

6.38%

Capitalisation Rate Discount Rates

7.38%

Jones Lang LaSalle Advisory Services Pty Limited ABN 56 003 262 600 Level 27, 180 George Street Sydney NSW 2000

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Jones Lang LaSalle Advisory Services Pty Ltd

Tim Barwick AAPI MRICS (Primary Valuer) Senior Director Value and Risk Advisory - NSW Certified Practising Valuer (API Member: 69140)

Richard Lawrie FAPI FRICS (Supervising Member) Head of Value and Risk Advisory - NSW Certified Practising Valuer

Date of Issuance: 20 December 2024

This letter is a summary of the valuations only and has not been prepared for the purpose of assessing the Property as an investment opportunity. It is an abstract of the contents of the valuation report dated 15 October 2024. The valuation assessment and report is contingent upon a number of conditions, qualifications and critical assumptions which are fully described and set out in the body of the report.



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1 Introduction

1.1 Instructions

We refer to your instructions dated 9 September 2024 requesting that we undertake a market valuation of the 100% freehold interest of 177 Pacific Highway, North Sydney for Financial Reporting and First Mortgage Security Purposes as at 15 October 2024

We note that in accordance with instruction this report was prepared as an update to the full valuation completed as at 31 December 2023. This report should be read in conjunction with full report and is subject to the terms conditions and comments contained therein. Unless noted in this report, the conditions at the Subject Property are considered the same as reported in the full valuation.

Responsibility is disclaimed for any loss or damage including, but not limited to damage resulting from the use by the Client of the Valuation, suffered by the Recipient Party or any other person other than the client for any reason whatsoever including, but not limited to, negligence on the part of us.

The Valuation is current as at its date. We are not liable for claims relating to reliance upon the Valuation more than 90 days after its date, or earlier if the relying party is aware of anything that may have an effect on the Valuation.

JLL's proposal is also subject to the attached Standard Terms and Conditions of Business.

We have prepared a full and comprehensive valuation report for the property in accordance with our instructions. This summary letter should be read in conjunction with the update valuation report prepared 15 October 2024 and the full valuation report dated 31 December 2023 as we note this summary letter does not outline all information and assumptions which are detailed in our valuation report.

Valuation Reconciliation & Key Assumptions

The results and key assumptions of our valuation methods are:

Valuation Details				
Date of Valuation Date of Cash Flow Model Purpose of Valuation Interest Valued		Financia	Reporting & Firs	15 October 2024 15 October 2024 st Mortgage Security 100% Freehold
Income Assessment	Net	\$/m²	Gross	\$/m²
Passing income Passing income (fully leased) Market income Outgoings S pa. Vacancy Factor Over/Under Rated Office Passing Income Office Market hoome Capital Expenditure Capital Expenditure (10 years, Iriflated)		1,006 1,008 1,039 (168) 955 995 \$ 531,186 17,282,461 11,739,090	47,012,894 47,091,494 48,341,144 (6,727,742) (2.6%) 44,578,580 46,147,499 \$/m² 13 432 293 464 448	1,174 1,176 1,208 (168) 1,123 1,163 % of Value 0,1% 2,9% 2,0% 3,1% 3,0%
Supervive years. Communications and Communication (1997)		17,010,021	440	0.070
Capitalisation Approach				
Expiry Allowances for Tenancies expiring before		14-Oct-26	24 months o	capturing 0% of NLA
Market Capitalisation rate Market Capitalisation Value Rounded Market Capitalisation Value		6.63% 577,910,233 580,000,000	6.38% 602,258,507 600,000,000	6.13% 628,614,348 630,000,000
Discounted Cash Flow Approach				
Cash Flow period Discount Rate Terminal Capitalisation Rate Terminal Allowance for Tenancies expiring before Assumed WALE By Area (as at 15-Oct-34) Assumed WALE By Net Passing Income (as at 15-Oct-34)	Oct-34)	10 years 7.38% 6.62% 15-Oct-36 3.29 years 3.26 years	+ 25.0 bp sprea 24 months o	ad capturing 30% of NL/



Basis of Valuation

The value given herein is that of the market value of the Property as defined by the International Valuation Standards Committee (IVSC), and endorsed by the API and PINZ, which is as follows:

Market Value

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

Included within this valuation are lessor-owned items of building fixtures, fittings, plant and equipment. These items exclude all movable equipment, furniture, furnishings and tenant owned fit-out and improvements.

Valuation Methodologies

In arriving at our opinion of market value we have adopted the capitalisation of net income and discounted cash flow (DCF) approaches. Both results have then been cross checked using the direct comparison approach where the value is analysed on a rate per square metre of NLA.

Our valuation has been undertaken utilising the Forbury valuation model.

Capitalisation Approach

The capitalisation approach involves the addition of our opinion of market rent for the various components of the Property, and the deduction of outgoings (where appropriate) in order to determine the net market income of the Property. This net market income is capitalised at the adopted capitalisation rate to derive a core value.

Adjustments (for rental reversions, letting up allowances and capital expenditure) have been made where appropriate in order to derive the resultant value.

Discounted Cash Flow Approach

We have undertaken a discounted cash flow analysis over a 10 year investment horizon to derive a net present value for the Property. The cash flow outputs are summarised and appended to this report.

We stress that the estimating of future rentals and values is a very problematic exercise, which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties. The process of making forward projection of key elements includes assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions, variation in any of which may significantly affect value.

Our revenue projections commence with the passing rent for the Property and, where relevant, include structured annual and market rent reviews together, as provided for under the respective leases.

The property's anticipated terminal sale price at the end of the 10-year cash flow period is also discounted to its present value at a market derived discount rate and added to the discounted income stream (i.e. 10 years) to arrive at the total present market value of the property.

We have applied a terminal yield to the market net income at the start of Year 11 in order to calculate the estimated terminal sale price. This value also includes rental reversions if appropriate.

In estimating the terminal value we have had regard to assumed stable market conditions at the end of Year 10 and the age, leasing profile and condition of the Property at that time. Given the difficulty in projecting long range forecasts, we have assumed stable market conditions would be prevalent. Long term cyclical factors will undoubtedly influence and govern the actual market conditions and appropriate terminal sale capitalisation rate that should be applied.

Direct Comparison Approach

The direct comparison approach to valuation compares the Property to sales of similar properties within the surrounding locality and analyses these on a rate per square metre of GLA basis.

When analysing the sales evidence, we have taken into consideration the location attributes, building improvements, lease terms and conditions, access, zoning, date of purchase etc. of the sales and we have compared them to the Property.



2 Qualification

We consent to the inclusion of this summary letter in the Offeree Circular on the following conditions:

- The letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an
 investment opportunity.
- JLL has not been involved in the preparation of the Offeree Circular nor have we had regard to any material contained in the
 Offeree Circular. The summary letter does not take into account any matters concerning the investment opportunity
 contained in the Offeree Circular.
- JLL has not operated under an Australian financial services licence or the New Zealand Financial Markets Authority in
 providing this summary letter and makes no representation or recommendation to a prospective investor in relation to the
 valuation of the property or the investment opportunity contained in the Offeree Circular.
- The formal valuation and the summary letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the Offeree Circular. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither the summary letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared the summary letter solely in reliance upon the financial and other information (including market information and third-party information) provided by Suntec and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report of the Valuation Date and is subject to the assumptions, limitation and disclaimers contained therein.
- JLL has received a fee for the preparation of the valuation report and the summary letter.
- JLL specifically disclaims liability to any potential investor using this short form valuation report/summary letter except to the
 extent this summary contains a misleading or deceptive statement or an omission of material required by the Corporations
 Act 2001 (as amended) or the equivalent Act in the state of Singapore.
- JLL specifically disclaims all liability with respect to parts of the Offeree Circular or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the Corporations Act 2001 (as amended) or the equivalent Act in the state of Singapore from, any part of the offer document not prepared by JLL.
- JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members.
- In appointing JLL, Suntec and reliant parties acknowledge and accept the JLL terms and conditions for Business for Valuations
- The reports are not to be published, copied or distributed to additional parties (including any related entity) without our prior
 written consent of JLL.

3 Valuer's Experience and Interest

The valuer who prepared the valuation report is Mr Tim Barwick. The Valuer has over 10 years valuation experience in a range of property types and is authorised under the requirements of the Australian Property Institute to practise as a valuer in the State of New South Wales.

The above-mentioned Valuer does not have any pecuniary interest that could reasonably be regarded as being capable of affecting their ability to give an unbiased opinion of the Property's value or that could conflict with a proper valuation of the Property

4 Liability Disclaimer

This summary letter and the valuation report has been prepared for The Trust Company (Australia) Limited as Trustee of Suntec REIT (Australia) and is subject to the conditions referred to in *Section 1*, 2 and 3 of this summary letter. Neither JLL nor any of its directors make any representation in relation to the Offeree Circular nor accept responsibility for any information or representation made in the Offeree Circular, other than this summary letter.

JLL was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in, the Offeree Circular other than in relation to this Summary Letter.



5 Information Sources

The information reviewed or previously provided includes, but is not limited to, the following:

- Computer Certificate of Title searches.
- Tenancy schedule.
- Capital expenditure budgets.
- Actual and budgeted outgoings.
- Various lease documents and agreements.
- Various correspondence from Management.
- Lettable area plans.
- Other relevant information.

Our valuation is based on a significant amount of information which is sourced from the instructing party or its agents and other third parties, including but not limited to tenancy schedules, operating cost budgets, title, site, environmental and planning documents. We have relied upon the accuracy, sufficiency and consistency of the information supplied to us. JLL accepts no liability for any inaccuracies contained in the information disclosed by the Client or other parties, or for conclusions which are drawn either wholly or partially from that information. Should inaccuracies be subsequently discovered, we reserve the right to amend our valuation assessment.



20 December 2024

Property: 21 Harris Street, Pyrmont, NSW, 2009

Property Description

Erected upon the land and completed in 2020 is a nine (9) storey (8 storey plus mezzanine) commercial office building which has been designed to provide A Grade standard office accommodation with large floorplates, ground floor retail, a gym, a childcare, boutique office suites and basement car parking and EOT. The building has been designed to accommodate the sloping site with upper and lower ground levels which provide for two (2) entrance lobbies for the office tenants.

The typical floorplate is a rectangular configuration with a central core offset to the western elevation and which accommodates a full height atrium through the building on the eastern side of the core. The full height atrium will include two (2) glass lifts, stairs for connectivity across floors and a garden feature through its full height. The core area comprises fire stairs, lift shafts, building service risers and tenant amenities. Levels 2 to 5 are typical floorplates of approximately 2,645sqm while Levels 1 and 6 are smaller floors to accommodate the boutique office suites (Level 1) and outdoor rooftop terrace (Level 6).

As at the date of valuation, the lettable area of the Subject Property was 100% leased to 12 tenants, with 66 vacant car spaces and the building signage component is vacant. Major tenants include Publicis Media, Strandbags, Medium Rare Content and Viva Leisure Property. The net passing income is \$16,559,805 per annum with a medium-long term WALE of 5.30 years by income.

The Net Lettable Area (NLA) is 18,432.30 square metres. The building a NABERS Energy Rating of 5.0 Stars and a NABERS Water Rating of 3.5 Stars.

Summary

Property

21 Harris Street, Pyrmont, NSW, 2009

The valuation was prepared for Perpetual Corporate Trust Limited ATF Suntec REIT 21 Trust.

Reliant parties are noted as:

Prepared for

- Perpetual Corporate Trust Limited ATF Suntec REIT 21 Trust.
- HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of Suntec Real Estate Investment Trust.
- ESR WIM (Australia) Pty Limited as Investment Manager.

ESR Trust Management (Suntec) Limited, as manager of Suntec Real Estate Investment Trust.
 For the purpose of financial reporting and inclusion in an Offeree Circular on Singapore Exchange

Valuation Purpose

Securities Trading Limited (SGX-ST). 15 October 2024

Date of Valuation

We confirm that the valuation adopted for the Subject Property as at 15 October 2024 remains appropriate as at 20 December 2024 (at the time of writing this letter).

Interest Valued Valuation

100% Freehold Interest

Approaches

Capitalisation of Net Income and Discounted Cash Flow (DCF)

AUD \$249,000,000 plus GST (if any).

(TWO HUNDRED FORTY NINE MILLION DOLLARS) plus GST (if any).

The above represents JLL's opinion of the market value of the Subject Property on the Date of Valuation.

Capitalisation Rate

Discount Rates

6.50% 7.38%

Jones Lang LaSalle Advisory Services Pty Limited ABN 56 003 262 600 Level 27, 180 George Street Sydney NSW 2000

M +61 405 124 404 jll.com.au

Jones Lang LaSalle Advisory Services Pty Ltd

Tim Barwick AAPI MRICS (Primary Valuer) Senior Director Value and Risk Advisory - NSW Certified Practising Valuer (API Member: 69140)

Richard Lawrie FAPI FRICS (Supervising Member) Head of Value and Risk Advisory - NSW Certified Practising Valuer

Date of Issuance: 20 December 2024

This letter is a summary of the valuations only and has not been prepared for the purpose of assessing the Property as an investment opportunity. It is an abstract of the contents of the valuation report dated 15 October 2024. The valuation assessment and report is contingent upon a number of conditions, qualifications and critical assumptions which are fully described and set out in the body of the report.



1 Introduction

1.1 Instructions

We refer to your instructions dated 9 September 2024 requesting that we undertake a market valuation of the 100% freehold interest of 21 Harris Street, Pyrmont for Financial Reporting and First Mortgage Security Purposes as at 15 October 2024.

We note that in accordance with instruction this report was prepared as an update to the full valuation completed as at 31 December 2023. This report should be read in conjunction with full report and is subject to the terms conditions and comments contained therein. Unless noted in this report, the conditions at the Subject Property are considered the same as reported in the full valuation.

Responsibility is disclaimed for any loss or damage including, but not limited to damage resulting from the use by the Client of the Valuation, suffered by the Recipient Party or any other person other than the client for any reason whatsoever including, but not limited to, negligence on the part of us.

The Valuation is current as at its date. We are not liable for claims relating to reliance upon the Valuation more than 90 days after its date, or earlier if the relying party is aware of anything that may have an effect on the Valuation.

JLL's proposal is also subject to the attached Standard Terms and Conditions of Business.

We have prepared a full and comprehensive valuation report for the property in accordance with our instructions. This summary letter should be read in conjunction with the update valuation report prepared 15 October 2024 and the full valuation report dated 31 December 2023 as we note this summary letter does not outline all information and assumptions which are detailed in our valuation report.

Valuation Reconciliation & Key Assumptions

The results and key assumptions of our valuation methods are:

Valuation Details					Area & Occupancy Details	
Date of Valuation Date of Cash Flow Model Purpose of Valuation Interest Valued		Financial	Reporting & First	15 October 2024 15 October 2024 Mortgage Security 100% Freehold	NLA	Car Bays 171 105 66 5.53 years 5.30 years
Income Assessment	Net	\$/m²	Gross	\$/m²	Valuation Reconciliation	
Passing Income Passing Income (tilly leased) Market Income Outgoings S pa. Vacancy Factor OverUnder Rated Office Passing Income Office Market Income Capital Expenditure Capital Expenditure (10 years, Irvitated)		898 919 885 (200) 	20,244,902 20,631,502 20,006,206 (3,685,097) 3.1% 15,470,060 15,068,521 \$\text{sim}^2\$ 36 243 169 381 311	1,098 1,119 1,085 (200) - 1,085 1,057 % of Value 0,3% 1,6% 1,2% 2,8% 2,3%	Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Iritial Passing Yield (After Abatements) Iritial Passing Yield (After Abatements) Equivalent Initial Yield Equivalent Market Yield Equivalent Market Yield Capital Value Sim - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital)	247,000,000 250,000,000 249,000,000 6.65% 6.11% 6.61% 6.55% 6.46% 13,509 7.42% 6.34% 6.31% 6.31% 6.55%
Capitalisation Approach						
Expiry Allowances for Tenancies expiring before		14-Oct-26	24 months ca	pturing 11% of NLA		
Market Capitalisation rate Market Capitalisation Value Rounded Market Capitalisation Value		6.75% 238,192,754 238,000,000	6.50% 247,488,303 247,000,000	6.25% 257,527,902 258,000,000		
Discounted Cash Flow Approach						
Cash Flow period Discount Rate Terminal Capitalisation Rate Terminal Allowance for Tenancies expiring before Assumed WALE By Area (as at 15-Oct-34) Assumed WALE By Net Passing Income (as at 15-C	Oct-34)	10 years 7.38% 6.75% 15-Oct-36 1.82 years 1.74 years	+ 25.0 bp spread 24 months ca	d opturing 61% of NLA	Sum of Discounted Cash Flows 105,102,512 Present Vatue of Terminal Value 158,725,502 NPV (before acquisition costs) 263,658,418 Acquisition Costs (15,902,492) NPV (pefore acquisition costs) 249,655,265 Rounded NPV 250,000,000	39.8% 60.2%



Basis of Valuation

The value given herein is that of the market value of the Property as defined by the International Valuation Standards Committee (IVSC), and endorsed by the API and PINZ, which is as follows:

Market Value

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

Included within this valuation are lessor-owned items of building fixtures, fittings, plant and equipment. These items exclude all movable equipment, furniture, furnishings and tenant owned fit-out and improvements.

Valuation Methodologies

In arriving at our opinion of market value we have adopted the capitalisation of net income and discounted cash flow (DCF) approaches. Both results have then been cross checked using the direct comparison approach where the value is analysed on a rate per square metre of NLA.

Our valuation has been undertaken utilising the Forbury valuation model.

Capitalisation Approach

The capitalisation approach involves the addition of our opinion of market rent for the various components of the Property, and the deduction of outgoings (where appropriate) in order to determine the net market income of the Property. This net market income is capitalised at the adopted capitalisation rate to derive a core value.

Adjustments (for rental reversions, letting up allowances and capital expenditure) have been made where appropriate in order to derive the resultant value.

Discounted Cash Flow Approach

We have undertaken a discounted cash flow analysis over a 10 year investment horizon to derive a net present value for the Property. The cash flow outputs are summarised and appended to this report.

We stress that the estimating of future rentals and values is a very problematic exercise, which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties. The process of making forward projection of key elements includes assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions, variation in any of which may significantly affect value.

Our revenue projections commence with the passing rent for the Property and, where relevant, include structured annual and market rent reviews together, as provided for under the respective leases.

The property's anticipated terminal sale price at the end of the 10-year cash flow period is also discounted to its present value at a market derived discount rate and added to the discounted income stream (i.e. 10 years) to arrive at the total present market value of the property.

We have applied a terminal yield to the market net income at the start of Year 11 in order to calculate the estimated terminal sale price. This value also includes rental reversions if appropriate.

In estimating the terminal value we have had regard to assumed stable market conditions at the end of Year 10 and the age, leasing profile and condition of the Property at that time. Given the difficulty in projecting long range forecasts, we have assumed stable market conditions would be prevalent. Long term cyclical factors will undoubtedly influence and govern the actual market conditions and appropriate terminal sale capitalisation rate that should be applied.

Direct Comparison Approach

The direct comparison approach to valuation compares the Property to sales of similar properties within the surrounding locality and analyses these on a rate per square metre of GLA basis.

When analysing the sales evidence, we have taken into consideration the location attributes, building improvements, lease terms and conditions, access, zoning, date of purchase etc. of the sales and we have compared them to the Property.



2 Qualification

We consent to the inclusion of this summary letter in the Offeree Circular on the following conditions:

- The letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an
 investment opportunity.
- JLL has not been involved in the preparation of the Offeree Circular nor have we had regard to any material contained in the Offeree Circular. The summary letter does not take into account any matters concerning the investment opportunity contained in the Offeree Circular.
- JLL has not operated under an Australian financial services licence or the New Zealand Financial Markets Authority in
 providing this summary letter and makes no representation or recommendation to a prospective investor in relation to the
 valuation of the property or the investment opportunity contained in the Offeree Circular.
- The formal valuation and the summary letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the Offeree Circular. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither the summary letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared the summary letter solely in reliance upon the financial and other information (including market information and third-party information) provided by Suntec and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report of the Valuation Date and is subject to the assumptions, limitation and disclaimers contained therein.
- JLL has received a fee for the preparation of the valuation report and the summary letter.
- JLL specifically disclaims liability to any potential investor using this short form valuation report/summary letter except to
 the extent this summary contains a misleading or deceptive statement or an omission of material required by the
 Corporations Act 2001 (as amended) or the equivalent Act in the state of Singapore.
- JLL specifically disclaims all liability with respect to parts of the Offeree Circular or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the Corporations Act 2001 (as amended) or the equivalent Act in the state of Singapore from, any part of the offer document not prepared by JLL.
- JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members.
- In appointing JLL, Suntec and reliant parties acknowledge and accept the JLL terms and conditions for Business for Valuations.
- The reports are not to be published, copied or distributed to additional parties (including any related entity) without our prior written consent of JLL.

3 Valuer's Experience and Interest

The valuer who prepared the valuation report is Mr Tim Barwick. The Valuer has over 10 years valuation experience in a range of property types and is authorised under the requirements of the Australian Property Institute to practise as a valuer in the State of New South Wales.

The above-mentioned Valuer does not have any pecuniary interest that could reasonably be regarded as being capable of affecting their ability to give an unbiased opinion of the Property's value or that could conflict with a proper valuation of the Property.

4 Liability Disclaimer

This summary letter and the valuation report has been prepared for The Trust Company (Australia) Limited as Trustee of Suntec REIT (Australia) and is subject to the conditions referred to in *Section 1*, 2 and 3 of this summary letter. Neither JLL nor any of its directors make any representation in relation to the Offeree Circular nor accept responsibility for any information or representation made in the Offeree Circular, other than this summary letter.

JLL was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in, the Offeree Circular other than in relation to this Summary Letter.



Information Sources 5

The information reviewed or previously provided includes, but is not limited to, the following:

- Computer Certificate of Title searches.
- Tenancy schedule.
 Capital expenditure budgets.
- Actual and budgeted outgoings.
- Various lease documents and agreements.
- Various correspondence from Management.
- Lettable area plans.
- Other relevant information.

Our valuation is based on a significant amount of information which is sourced from the instructing party or its agents and other third parties, including but not limited to tenancy schedules, operating cost budgets, title, site, environmental and planning documents. We have relied upon the accuracy, sufficiency and consistency of the information supplied to us. JLL accepts no liability for any inaccuracies contained in the information disclosed by the Client or other parties, or for conclusions which are drawn either wholly or partially from that information. Should inaccuracies be subsequently discovered, we reserve the right to amend our valuation assessment.





20 December 2024

Valuation Summary Letter

Property: Southgate Complex, City Road, Southgate VIC 3006

Property Description

Southgate comprises four components, including the 'HWT Tower' and 'IBM Centre' office towers, the 'Southgate Restaurant and Shopping Precinct' and the 'Southgate Car Park'. The four individual components of Southgate are detailed in the respective sections herein.

The 'HWT Tower' and 'IBM Centre' are located on the northern side of City Road at the corner of Southgate Avenue. The 'Southgate Restaurant and Shopping Precinct' is fronting Southbank Promenade and overlooks the Yarra River. Vehicular access to the Shopping Centre and the Car Park is via Southgate Avenue.

Southgate is located within the Southbank Precinct along the southern side of the Yarra River and opposite the Melbourne CBD, approximately 1.25 kilometres south of the Melbourne GPO.

IBM Building (60 City Road).

The IBM Building (60 City Road) comprises the larger of the two office buildings at the complex and provides office accommodation over 30 levels (podium and 29 upper levels). The majority of floor plates are over 1,200 square metres and the central core design provides for natural light to all sides and makes the floors readily subdivisible. The accommodation has been variously refurbished in recent years and is of a good standard and provides good views to the north and east from upper elevations.

As at the date of valuation the Building was approximately 90.4% leased with a short-term WALE of 2.69 years by income. The building's major tenants are IBM and JB Hi Fi.

HWT Building (40 City Road)

The HWT Building (40 City Road provides office accommodation over 25 levels (podium and 24 upper levels). The majority of floor plates are over 1,300 square metres and the central core design provides for natural light to all sides and makes the floors readily subdivisible. The accommodation has been variously refurbished in recent years and is of a good standard and provides good views to the north and east from upper elevations.

As at the date of valuation the Subject was 86.3% leased with a medium-term WALE of 3.18 years by income. The building's major tenants are the Herald and Weekly Times, Alinta Servco and Workspaces Southgate.

Southgate Car Park

The Southgate Car Park is provided over two basement levels and in total provides 947 individual bays. These bays comprise the following elements:

- 409 bays leased to Wilson Parking (the subject of this report);
- 294 which attach to the IBM Tower; and
- 244 which attach to the HWT Tower.

Access to the car park is available from either Southgate Avenue or City Road and trades 24 hours per day - 7 days per week.

The car park is leased to Wilson Parking until November 2025 and provides for a base rental plus considerable "gross revenue rental".

Southgate Restaurant and Shopping Precinct

The 'Southgate Restaurant and Shopping Precinct' comprises a four (4) level retail Centre fronting Southbank Promenade which provides a total Gross Lettable Area (GLA) of approximately 10,136.4 square metres (m²) in its current configuration. The retail Centre commenced trading in 1992 and has subsequently been refurbished in 1993, 2002 and most recently in 2011.

The retail Centre comprises six large format retailers (Pure South, PJ O'Briens Irish Bar, Waterfront, Hophaus, La Camera Southgate, Blue Train and Metropolis Events) plus 51 specialty tenancies and two ATMs.

As at the date of valuation the complex was approximately 87.20% leased with a Weighted Average Lease Expiry (WALE) of 3.03 years by income.

Summary		
Property	Southgate Complex, City Road, Southgate VIC 3006	
Prepared for	The report was prepared for HSBC Institutional Trust Services (Singal of Suntec Real Estate (Reliant Party).	pore) Limited in its capacity as trustee
	The reliant parties are noted as:	
	 HSBC Institutional Trust Services (Singapore) Limited in its Estate Investment Trust; The Trust Company (Australia) Limited in its capacity as trust ARAM Australia Pty Limited; Sumitomo Mitsui Banking Corporation ("SMBC"); United Overseas Bank Limited ("UOB"); and Global Loan Agency Services Australia Pty Limited as agent ESR Trust Management (Suntec) Limited as manager of Suntended 	stee for the Southgate Trust;
Valuation Purpose	For the purpose of financial reporting and inclusion in an Offeree Circle Securities Trading Limited (SGX-ST).	ular on Singapore Exchange
Date of Valuation	21 October 2024	
	We confirm that the valuation adopted for the Subject Property as at 2 as at 20 December 2024 (at the time of writing this letter).	21 October 2024 remains appropriate
Interest Valued	100% Freehold Interest	
Valuation Approaches	Capitalisation of Net Income and Discounted Cash Flow (DCF)	
Adopted Values	Car Park	\$24,750,000
	HTW Building	\$339,000,000
	IBM Building	\$266,000,000
	Southgate Restaurant and Shopping Precinct	\$41,000,000
	Total	\$670,750,000
	AUD \$670,750,000 (SIX HUNDRED AND SEVENTY MILLION SEV DOLLARS) Plus GST (if any).	EN HUNDRED FIFTY MILLION
	The above represents JLL's opinion of the market value of the Subje	ect Property on the Date of Valuation.
Capitalisation Rates	Car Park	6.00%
	HTW Building	6.75%
	IBM Building	6.75%
	Southgate Restaurant and Shopping Precinct	6.25%
Discount Rates	Car Park	7.00%
	HTW Building	7.00%
	IBM Building	7.00%
	Southgate Restaurant and Shopping Precinct	7.00%



Jones Lang LaSalle Advisory Services Pty Limited ABN 56 003 262 600 Locked Bag 3140 Melbourne VIC 3001 Level 33, 101 Collins Street Melbourne VIC 3000

Martin Reynolds AAPI MRICS (Primary Valuer) **Executive Director** Head of Valuation Advisory - Australia Certified Practising Valuer (API Member: 62938)

Stephen Andrew FAPI FRICS

(Primary Valuer) Joint Head of Retail Valuations - Australia Value and Risk Advisory - VIC Certified Practising Valuer (API Member: 63227)

Date of Issuance: 19 December 2024

This letter is a summary of the valuations only and has not been prepared for the purpose of assessing the Property as an investment opportunity. It is an abstract of the contents of the valuation report dated 21 October 2024. The valuation assessment and report is contingent upon a number of conditions, qualifications and critical assumptions which are fully described and set out in the body of the report

1 Introduction

1.1 Instructions

We refer to your instructions dated 12 September 2024 requesting that we undertake a market valuation of the 100% freehold interest in the Southgate Complex for Financial Reporting and First Mortgage Security Purposes as at 21 October 2024.

We note that in accordance with instruction this report was prepared as an update to the full valuation completed as at 31 December 2023. This report should be read in conjunction with full report and is subject to the terms conditions and comments contained therein. Unless noted in this report, the conditions at the Subject Property are considered the same as reported in the full valuation.

Responsibility is disclaimed for any loss or damage including, but not limited to damage resulting from the use by the Client of the Valuation, suffered by the Recipient Party or any other person other than the client for any reason whatsoever including, but not limited to, negligence on the part of us.

The Valuation is current as at its date. We are not liable for claims relating to reliance upon the Valuation more than 90 days after its date, or earlier if the relying party is aware of anything that may have an effect on the Valuation.

JLL's valuation is subject to our Standard Terms and Conditions of Business as provided.

We have prepared a full and comprehensive valuation report for the property in accordance with our instructions. This summary letter should be read in conjunction with the update valuation report prepared 21 October 2024 and the full valuation report dated 31 December 2023 as we note this summary letter does not outline all information and assumptions which are detailed in our valuation report.

Valuation Reconciliation & Key Assumptions

The results and key assumptions of our valuation methods are:

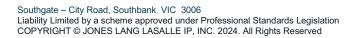
Southgate Restaurant and Shopping Precinct

Valuation Details					Area & Occupancy Details				
Date of Valuation Date of Cash Flow Model Purpose of Valuation			21	October 2024 October 2024 rtgage Security	Total Occupied Vacant		87.2% 12.8%	GLA (m²) 10,136.40 8,839.20 1,297.20	Car Ba
Interest Valued				00% Freehold	WALE by Area WALE by Rent	Majors 0.00 years 0.00 years	Mini-Majors 0.00 years 0.00 years	Specialties 3.19 years 3.27 years	Total Cent 2.82 yea 3.03 yea
Income Assessment	Net	\$/m²	Gross	\$/m²	Valuation Reconciliation				
Passing Income	2,765,826	273	9,436,800	1,068					100% Interes
Passing Income (fully Leased)	3,591,816	354	10,262,790	1,012					
Market Income	3,342,047	330	10,266,465	1,013	Market Capitalisation Approach				43,000,00
Outgoings \$ pa.	(6,670,975)	(658)	(6,670,975)	(658)	Discounted Cashflow Approach				41,000,00
Vacancy Factor (2.50%) Over/Under Rented	(253,444)	(25)	(253,444)	(25)	Adopted Market Value				41,000,00
Over/Under Rented	7.5%		(0.0%)		Initial Passing Yield				6.75
Specialties Passing Income					Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased)				6.20 8.76
Specialties Passing Income Specialties Market Income	-	-	-	-					6.70
Specialities Market Income	-	-	-		Equivalent Initial Yield Reversionary Yield				8.15
Capital Expenditure		\$	\$/m²	% of Value	Equivalent Market Yield				6.48
Capital Expericiture		•	\$7111	70 OI Value	Capital Value \$/m² - GLA				4.04
Capital Expenditure adopted In Cap Val (60 months)		6,008,423	593	14.7%	Suprimi Value VIIII SEA				
Capital Expenditure (10 years, inflated)		9,265,029	914	22.6%	10 Year IRR				7.00
Capital Expenditure (10 years, PV)		7,738,693	763	18.9%	7 Year IRR				6.17
					5 Year IRR				5.39
Capex (10 yrs incl. terminal value allowances, inflated)		9,955,907	982	24.3%	3 Year IRR				4.10
Capex (10 yrs incl. terminal value allowances, PV)		9,616,236	949	23.5%	10 Year Average Cash on Cash (on Gross Invest	ment Capital)			3.04
Capitalisation Approach									
Expiry Allowances for Tenancies expiring before		20-Oct-26	24 months c	apturing 13% of GLA					
Market Capitalisation Rate		6.50%	6.25%	6.00%					
Market Capitalisation Value		40,835,413	42,875,103	45,086,048					
Rounded Market Capitalisation Value		41,000,000	43,000,000	45,000,000					
Discounted Cash Flow Approach									
Cash Flow period		10 years			Sum of Discounted Cash Flows			7,819,224	17.8%
Discount rate		7.00%			Present Value of Terminal Value			36,021,015	82.2%
Terminal Capitalisation Rate			25.0 bp spread		NPV (before acquisition costs)			43,840,240	
Terminal Allowance for Tenancies expirying before		21-Oct-35	12 months c	apturing 0% of GLA	Acquisition Costs			(2,829,725)	
					NPV (after acquisition costs)			41,010,514	
Acquisition costs		6.90%			Rounded NPV			41,000,000	
Disposal costs		0.60%							
Assumed WALE By Area (as at 21-Oct-34)		2.76 years							
Assumed WALE By Gross Passing Income (as at 21-Oct-	-34)	2.90 years							



IBM Building

2 1 1 2 2 2 2 2 2 2	Valuation Details					Area & Occupancy Potalic			
State of Case Provided ### 2 Contact Package ### 2 Contact Package					21 October 2024	Area & Occupancy Details		NI A	Car Ba
1979 Prepared 1979 Pre						Total			2
Waighted Average Leave Early Py Ana 2 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.74 2.				Fi					2
March No. No	nterest Valued				100% Freehold		9.6%	3,434.50	2 74 va
Part									2.69 ye
Second Control (My Inventor) \$2,022,016 607 \$2,016,177 600 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,016 74,0	ncome Assessment	Net	\$/m²	Gross	\$/m²	Valuation Reconciliation			
Intellations									333,000,0
Appendix Part Control Part				32,415,777		Market Capitalisation Approach			341,000,0
Section Presenting Visible Presenting Visible Presenting Visible Presenting Visible Present Visible Presen									
Transport Control Co		(7,382,959)	(206)	(7,382,959)	(206)				339,000,0
Part Company		(2.5%)		(1.9%)		Initial Passing Yield (After Abatements)			5.5
Test Audient Number 2,585,841 677 30,0718.00 BE3		, , , , ,		, , , ,		Initial Passing Yield (Fully Leased)			7.3
gaillé Expenditive des parties le grant de l'étre de la contract d									6.6
spike Expenditure (% pers. minared capital for Cap' val (8 morths) goals Expenditure (% pers. minared cap' val (8 morths) goals Expenditure (% pers. minared value all capacitary of the cap' value (% pers. minared value all capacitary of the cap' value (% pers. minared value all capacitary of the cap' value (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value all capacitary of the cap') goals (% pers. minared value) goals (% pe	ffice Market Income	23,595,841	657	30,978,800	863	Reversionary Yield Fourvalent Market Yield			7.5 6.1
glight Egendulue (1) year. Drilling (2) 2,586,930 7700 8,4% 77 year RR 5 77 year RR 5 79 year RR	apital Expenditure		\$	\$/m²	% of Value				9,
gaigate Expansion (10 years, PV)	apital Expenditure adopted In Cap Val (36 r	months)	6,043,233						6.8
2 2 2 2 2 2 2 2 2 2									5.9
10 Year Average Cash on Cash (on Gene Investment Capital) 24 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash on Cash (on Gene Investment Capital) 4 Average Cash (on Cash (on Gene Investment Capital) 4 Average Cash (on Cash (on Gene Investment Capital) 4 Average Cash (on Cash (on Gene Investment Capital) 4 Average Cash (on Cash (on Gene Investment Capital) 4 Average Cash (on Cash (on Gene Investment Capital) 4 Average Cash (on Cash (on Cash (on Gene Investment Capital) 4 Average Cash (on Cash	apital Expenditure (10 years, PV)		21,202,551	591	6.3%				5.2 2.9
Paper Allegaments for Terandica expering before 20-0.527 38 months capturing 44% of NLA	Capex (10 yrs incl. terminal value allowances	s, inflated)	31,856,621		9.4%				4.0
Page All Commons for Termandes explaining before 20 - 20 28 mombs caputaring 4% of MLA	Capex (10 yrs incl. terminal value allowances	, PV)	30,239,271	842	8.9%				
Page All Commons for Termandes explaining before 20 - 20 28 mombs caputaring 4% of MLA	anitalisation Annroach								
1		ore	20-Oct-27	36 months	capturing 44% of NLA				
							7.000		
Name Second Sec	Market Capitalisation rate								6.5
Same Flow period 10 years 1	Rounded Market Capitalisation Value								347,000,
Same Flow period 10 years 1	Name of Cook Flow Assessed								
Present Value of Command Capitalisation Rate Present Value of Capitalisation Rate Present Value Presen			40			0 (0) (10 5			00.00/
New Assessment Net Sim' Gross Sim' Vacant Sim'									
Part				+ 12.5 bp spre	ad				7 7.270
Name		efore				Acquisition Costs		(22,491,027)	
### Ave at A Occupancy Details Ave at A Occupancy Details Average Code Ave	A		4.07						
Dear of Valuation 21 October 2024 2 Cotober 2024	HWT Building								
2 Cacher Row Model 2 Cacher 2024 Total 2 2 2 2 2 2 2 2 2					04.0.4.4.0004	Area & Occupancy Details			
Purpose of Valuation						Total			
Net 100% Freehold Vacant									
Weighted Average Lease Expity By Net Income				Fi		Occupied	86.3%		
Valuation Reconciliation Valuation Reconciliation Reconciliation Reconciliation Valuation Reconciliation Valuation Reconciliation Reconciliation Reconciliation Reconciliation Valuation Reconciliation Valuation Reconciliation Valuation Reconciliation Reconciliation Reconciliation Valuation Reconciliation Reconciliation Reconciliation Valuation Reconciliation Reconc	nterest valued			Fi	inancial Reporting	Vacant		25,836.50	
Passing Income (fully leased)	nterest valued			Fi	inancial Reporting	Vacant Weighted Average Lease Expiry By Area		25,836.50	3.26 ye
Passing Income (fully leased)		Net	\$/m²		inancial Reporting 100% Freehold	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income		25,836.50	3.26 ye
Market Income 20,639,864 689 26,732,373 893 BOF Approach 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,000 262,0	ncome Assessment			Gross	inancial Reporting 100% Freehold \$/m²	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation		25,836.50	3.26 yo 3.18 yo
	ncome Assessment	16,957,598	656	Gross 23,050,107	inancial Reporting 100% Freehold \$/m ² 892	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach		25,836.50	3.26 y 3.18 y 270,000,
Initial Passing Yield (After Abatements) Adaptive Passing Yield (After Abatements) Adaptive Passing Income 16,463,098 637 21,718,670 841 Equivalent Initial Passing Yield (Fully Leased) 77,000 78,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000 79,000	ncome Assessment Passing Income Passing Income (fully leased) Aarket Income	16,957,598 20,703,040 20,639,864	656 691 689	Gross 23,050,107 26,795,549 26,732,373	inancial Reporting 100% Freehold \$/m² 892 895 893	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach		25,836.50	3.26 y 3.18 y 270,000, 269,000,
Initial Passing Yield (Fully Leased) 77 78 79 79 79 79 79 79 79 79 79 79 79 79 79	ncome Assessment Passing Income Passing Income (fully leased) Market Income Uutgoings S pa.	16,957,598 20,703,040 20,639,864	656 691 689	Gross 23,050,107 26,795,549 26,732,373	inancial Reporting 100% Freehold \$/m² 892 895 893	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value		25,836.50	3.26 y 3.18 y 270,000, 269,000, 262,000, 266,000,
16,463,98 637 21,718,670 841 Equivalent Initial Yield 50,716,270 841 Equivalent Initial Yield 50,716,270 841 Equivalent Initial Yield 50,716,270 841 Equivalent Market Yield 50,716,270 841 50,716,270 841 50,716,270 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 841 8	ncome Assessment Passing Income Passing Income (fully leased) Market Income Unions pa. Jacancy Factor	16,957,598 20,703,040 20,639,864 (6,092,509)	656 691 689	Gross 23,050,107 26,795,549 26,732,373 (6,092,509)	inancial Reporting 100% Freehold \$/m² 892 895 893	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Vield		25,836.50	3.26 y 3.18 y 270,000, 269,000, 262,000, 266,000,
Equivalent Market Yield Capital Expenditure S S/m² % of Value Capital Expenditure Capital Expend	ncome Assessment Passing Income Passing Income (fully leased) Market Income Unique Spa. Jacancy Factor	16,957,598 20,703,040 20,639,864 (6,092,509)	656 691 689	Gross 23,050,107 26,795,549 26,732,373 (6,092,509)	inancial Reporting 100% Freehold \$/m² 892 895 893	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements)		25,836.50	3.26 yo 3.18 yo 270,000, 269,000, 262,000, 6.3 4.7
Capital Expenditure S S/m² % of Value Capital Value S/m² - NLA	ncome Assessment Passing Income Passing Income (fully leased) Market Income Dutgoings \$ pa. Vacancy Factor Ver/Under Rated	16,957,598 20,703,040 20,639,864 (6,092,509) - 0.3%	656 691 689 (203)	Gross 23,050,107 26,795,549 26,732,373 (6,092,509)	inancial Reporting 100% Freehold \$Im^2 892 895 893 (203)	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased)		25,836.50	3.26 yr 3.18 yr 270,000, 269,000, 262,000, 6.3 4.7
Septial Expenditure (10 years, Inflated 25,513,795 852 9,6% 7 Year IRR 5	ncome Assessment Passing Income Passing Income (fully leased) Market Income Uutgoings \$ pa. Jeacncy Factor Verifunder Rated Office Passing Income	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098	656 691 689 (203)	23,050,107 26,795,549 26,732,373 (6,092,509) 0.2% 21,718,670	inancial Reporting 100% Freehold Sim ² 892 895 893 (203)	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield Initial Passing Yield (Fully Leased) Equivalent Initial Yeld Reversionary Yield Reversionary Yield		25,836.50	3.26 yr 3.18 yr 270,000, 269,000, 262,000, 6.3 4.7 7.7 6.8 7.7
Septial Expenditure (10 years, Inflated 25,513,795 852 9,6% 7 Year IRR 5	ncome Assessment Passing Income Passing Income (fully leased) Market Income Uutgoings S pa. Macancy Factor VervirUnder Rated Office Passing Income Office Market Income	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098	656 691 689 (203) - 637 637	23,050,107 26,795,549 26,732,373 (6,092,509) 0.2% 21,718,670 25,132,230	inancial Reporting 100% Freehold Simi 892 895 893 (203)	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield		25,836.50	3.26 yq 3.18 yq 270,000, 269,000, 262,000, 6.6,000, 6.8 7.7, 6.8
3 Year IRR 3 Year Average Cash on Cash (on Gross Investment Capital) 3 Year Average Cash on Cash (on Gross Investment Capital) 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) 4 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Average Cash on Cash (on Gross Investment Capital) 5 The Averag	ncome Assessment Passing Income Passing Income (fully leased) Passing Income (fully leased) Passing Income Pass	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014	656 691 689 (203) - 637 637	Gross 23,050,107 26,795,549 26,732,373 (6,092,509) 0.2% 21,718,670 25,132,230	inancial Reporting 100% Freehold Sim² 892 895 893 (203)	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield Initial Passing Yield Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value \$\mathre{M}^{m} \cdot \text{NLA} Vine Applied Value \$\mathre{M}^{m} \cdot \text{NLA} Valuation Va		25,836.50	3.26 y 3.18 y 270,000, 269,000, 266,000, 6.3 4.7 7.7 6.8 8,
2apex (10 yrs incl. terminal value allowances, inflated) 29,169,829 974 11.0% 10 Year Average Cash on Cash (on Gross Investment Capital) 3	ncome Assessment Passing Income Passing Income (fully leased) Market Income Uputgoings S pa. Acaroty Factor Verifunder Rated Office Passing Income Office Passing Income Capital Expenditure Capital Expenditure adopted In Cap Val (24 r Lapital Expenditure (10 years, inflated)	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014	656 691 689 (203) 	\$\frac{\text{Gross}}{23,050,107} \\ 26,795,549\\ 26,732,373\\ (6,092,509)\\ 0.2\% 21,718,670\\ 25,132,230 \$\frac{\text{\$/m^2\$}}{25} 208	inancial Reporting 100% Freehold S/m² 892 895 893 (203) 841 839 % of Value 2.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield Initial Passing Yield Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR		25,836.50	3.26 yr 3.18 yr 270,000, 269,000, 262,000, 6.3 4.7 7.7 6.8 8,
27,372,337 914 10.3%	ncome Assessment Passing Income Passing Income (fully leased) Market Income Uputgoings S pa. Acaroty Factor Verifunder Rated Office Passing Income Office Passing Income Capital Expenditure Capital Expenditure adopted In Cap Val (24 r Lapital Expenditure (10 years, inflated)	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014	656 691 689 (203) - 637 637 \$ 6,218,451 25,513,795	Gross 23,050,107 26,795,549 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 \$/m² 208 852	inancial Reporting 100% Freehold Sim² 892 895 893 (203)	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value Sm² - NLA 10 Year IRR 7 Year IRR 5 Year IRR		25,836.50	3.26 yr 3.18 yr 270,000, 269,000, 262,000, 6.3 4.7.7.6.8 8, 6.8.5.5.5
Archical pitalisation rate	asing Income asing Income asing Income (fully leased) larket Income lugioning S pa. acancy Factor verifunder Rated office Passing Income ffice Market Income apital Expenditure lapital Expenditure (10 years, inflated) apital Expenditure (10 years, PV)	16,957,598 20,703,040 20,639,664 (6,092,509) - 0.3% 16,463,098 19,093,014	656 691 689 (203) - 637 637 \$ 6,218,451 25,513,795 19,321,714	Gross 23,050,107 26,795,549 26,732,373 (6,092,509) 0.2% 21,718,670 25,132,230 \$/m² 208 852 645	inancial Reporting 100% Freehold S/m² 892 895 893 (203) 841 839 % of Value 2.3% 9.6% 7.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR		25,836.50	3.26 y 3.18 y 270,000 269,000 262,000 6. 4. 7. 6. 8 6. 5. 5. 4.
Tarket Capitalisation rate	ncome Assessment Passing Income Passing Income (fully leased) Passing Income Pas	16,957,598 20,773,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - 637 637 \$ 6,218,451 25,513,795 19,321,714 29,169,829	Gross 23,050,107 26,795,549 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 \$fm² 208 8522 645 974		Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR		25,836.50	3.26 y 3.18 y 270,000, 269,000, 262,000, 6.3 4.7 7.7 6.8 8, 6.8 5.5 5.5 5.5 4.3 3.26 y 3.18 y 2.18 5.8 5.8 5.8 5.8 5.8 5.8 5.8 5.8 5.8 5.
Arrice Capitalisation rate	ncome Assessment Passing Income Passing Income (fully leased) Market Income Duttgoings S pa. Jacancy Factor VoerfUnder Rated Office Passing Income Office Market Income Capital Expenditure Capital Expenditure (10 years, inflated) Capital Expenditure (10 years, PV) Capex (10 yrs incl. terminal value allowances	16,957,598 20,773,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - 637 637 \$ 6,218,451 25,513,795 19,321,714 29,169,829	Gross 23,050,107 26,795,549 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 \$fm² 208 8522 645 974		Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR		25,836.50	3.26 ye 3.18 ye 270,000, 269,000, 262,000, 262,000, 6.3 4.7 7.7 6.8 8,1
Alarket Capitalisation Value 258,317,84 269,122,149 280,765,410 Initial (Passing) Capitalisation Value 259,041,638 269,878,490 281,55	ncome Assessment Passing Income (fully leased) Aarket Income Judgoings S pa. J	16,957,598 20,773,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - 637 637 \$ 6,218,451 25,513,795 19,321,714 29,169,829	Gross 23,050,107 26,795,549 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 \$fm² 208 8522 645 974		Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR		25,836.50	3.26 yr 3.18 yr 270,000, 269,000, 262,000, 6.6. 7.7 7.7 6.8 8, 6.8 5.8
Market Capitalisation Value 258,317,84 269,122,149 280,785,410 Initial (Passing) Capitalisation Value 259,041,638 269,878,490 281,55	ncome Assessment Passing Income Passing Income (fully leased) Aufret Income Dutgoings S pa. Aceancy Factor Diver/Under Rated Diffice Passing Income Diffice Market Income Capital Expenditure Capital Expenditure (10 years, inflated) Capital Expenditure (10 years, PV)	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) 637 637 \$ 6.218,451 25,513,795 19,321,714 29,169,829 27,372,337	23,05,107 28,795,549 28,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 \$\sim^2\$ 208 852 645 974 914	inancial Reporting 100% Freehold Sfm* 892 895 893 (203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR		25,836.50	3.26 ye 3.18 ye 270,000, 269,000, 269,000, 266,000, 6.3, 7.7, 6.8 8.4 5.8 5.5 4.3, 3.6
Rounded Market Capitalisation Value 258,000,000 269,000,000 281,000,000 Rounded Initial (Passing) Capitalisation Value 259,000,000 270,000,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000 282,000	Passing Income Passing Income Passing Income (fully leased) Passing Income (fully leased) Passing Income Putgoings S. pa. Passing Income Passing Income Passing Income Passing Income Papital Expenditure Papital Expenditure Papital Expenditure (10 years, inflated) Papital Expenditure (10 years, PV) Papital Expenditure (10 years, PV	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - 637 \$ \$ 6.218,451 125,513,795 19,321,714 29,169,829 27,372,337	23,050,107 26,795,540 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 Sim² 208 852 6455 974 914	Sfm* 892 895 893 (203)	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (Alter Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value Sm² - NLA 10 Year IRR 7 Year IRR 3 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital)	13.7%	25,836,50 4,114,40	3.26 yr 3.18 yr 270,000, 269,000, 262,000, 4.7 7.7. 6.8 8, 6.8 5.8, 4.3, 3.6
24 1 25 25 25 25 25 25 25	Passing Income Passing Income (fully leased) Arafet Income (fully leased) Arafet Income Uputgoings S.p Acarncy Factor VervirUnder Rated Office Passing Income Office Passing Income Capital Expenditure Capital Expenditure Capital Expenditure (10 years, inflated) Capital Expenditure	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) 637 637 \$ 6.218,415 125,513,795 19,321,714 29,169,829 27,372,337	Gross 23,050,107 26,795,549 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 \$fm* 208 852 645 974 914 24 months 6.75%	inancial Reporting 100% Freehold Sim² 892 895 893 (203) 203) 4841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Vield Capital Value **Initial** Capital Value **Initial** 10 Year IRR 7 Year IRR 3 Year IRR 3 Year IRR 3 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate	7.00%	25,836,50 4,114,40	3.26 y 3.18 y 270,000, 269,000, 262,000, 6.3 4.7 7.7 6.8 8, 8, 5.8 5.8 5.6 6.8 6.8 6.8 6.8 6.8 6.8 6.8 6.8 6.8 6
Sum of Discounted Cash Flows 71,673,414 25.65	assing Income assing Income assing Income (fully leased) lardet Income lutgoings S.p. accancy Factor iver/Under Rated liftice Passing Income diffice Market Income apital Expenditure lapital Expenditure apital Expenditure (10 years, inflated) apital Expenditure (10 years, PV) lapital Expenditure (10 years, PV) spital Expenditure (10 years, PV) apital Expenditure (10 years, PV) spital Expenditure (10 years, PV) s	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - 637 \$ 6.218,451 125,513,795 19,321,714 29,169,829 27,372,337	23,050,107 26,735,267 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 Sim² 208 852 6455 974 914	inancial Reporting 100% Freehold Sfm* 892 895 893 (203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (Alter Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR 7 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Rate	7.00% 259,041,638	25,836.50 4,114.40 6,75% 269,878.490	3.26 y 3.18 y 270,000, 269,000, 262,000, 6.4 4.7 7.7 6.1 8, 8, 4.3 3.4 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,556, 281,
26,389,991 74,49 26,399,991 74,49 26,399,991 74,49 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 74,991 7	asing income assing income assing income (fully leased) ariet income utgoings \$pa. acancy Factor ver/Inder Rated ffice Passing income ffice Passing income ffice Market income apital Expenditure apital Expenditure apital Expenditure (10 years, inflated) apital Expenditure (10 years, PV) apex (10 yrs incl. terminal value allowances apital Expenditure (10 years, EV) apital Expendi	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - 637 \$ 6.218,451 125,513,795 19,321,714 29,169,829 27,372,337	23,050,107 26,735,267 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 Sim² 208 852 6455 974 914	inancial Reporting 100% Freehold Sfm* 892 895 893 (203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (Alter Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value S/m² - NLA 10 Year IRR 7 Year IRR 7 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Rate	7.00% 259,041,638	25,836.50 4,114.40 6,75% 269,878.490	3.26 y 3.18 y 270,000 6.6.7.7.6.8 8.6.6.5.5.5.4.4.3.3.
erminal Capitalisation Rate 6.87% + 12.5 bp spread NPV (before acquisition costs) 280,042,805 eminal Allowance for Tenancies expiring before 21-Oct-36 24 months capituring 32% of NLA capituring 32% of NLA (purples) Acquisition Costs (17,584,693) NPV (after acquisition costs) 262,458,111 Rounded NPV 262,000,000	nacome Assessment Passing Income Pa	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - 637 637 \$ 6.218.451 25.513.795 19.321.714 29.169.829 27.372.337 20-Oct-26 7.00% 25.317.784 258.000,000	23,050,107 26,735,267 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 Sim² 208 852 6455 974 914	inancial Reporting 100% Freehold Sfm* 892 895 893 (203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value \$/m² - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Value Rounded Initial (Passing) Capitalisation Value	7.00% 259,041,638	25,836.50 4,114.40 6,75% 269,878,490 270,000,000	3.26 y 3.18 y 270,000,000 260,000,000 260,000,000 260,000,000 260,000,000 260,000,000 260,000,000 260,000,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000 260,000
eminal Allowance for Tenancies expiring before 21-Oct-36 24 months: capturing 32% of NLA Acquisition Costs (17,584,693) NPV (after acquisition costs) 262,458,111 issumed WALE By Area (asat 21-Oct-34) 2.69 years Rounded NPV 262,000,000	nacome Assessment Passing Income Passing Income (fully leased) Passing Income (fully leased) Passing Income (fully leased) Passing Income Pa	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) 	23,050,107 26,735,267 26,732,373 (6,092,509) 0,2% 21,718,670 25,132,230 Sim² 208 852 6455 974 914	inancial Reporting 100% Freehold Sfm* 892 895 893 (203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3%	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield (Fully Leased) Equivalent Market Yield Capital Value Sim* - NLA 10 Year IRR 7 Year IRR 7 Year IRR 8 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Value Rounded Initial (Passing) Capitalisation Value Sum of Discounted Cash Flows	7.00% 259,041,638	25,836,50 4,114,40 6,75% 269,878,490 270,000,000	3.26 y 3.18 y 270,000,0 269,000, 269,000, 266,000. 44. 77. 6.6. 45. 5.5. 5.5. 5.5. 5.5. 5.5. 5.5.
NPV (after acquisition costs) 262,458,111 Assumed WALE By Area (as at 21-Oct-34) 2.69 years Rounded NPV 262,000,000	ncome Assessment Passing Income Passing Income (fully leased) Aarket Income Putgoings\$ pa. Acacncy Factor Portion of Passing Income Office Passing Income	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) - - - - - - - - - - - - - - - - - - -	23,050,107 28,795,549 28,795,549 0,25% 21,718,670 25,132,230 \$\sim^2\$ 208 852 645 974 914 24 months 24 months 25,75% 26,9122,149 269,000,000	inancial Reporting 100% Freehold S/m* 892 895 893 (203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3% capturing 25% of NLA 6.50% 280.765.410 281,000,000	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Filip! Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value \$/m² - NLA 10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Value Rounded Initial (Passing) Capitalisation Value Sum of Discounted Cash Flows Present Value of Temminal Value	7.00% 259,041,638	25,836,50 4,114,40 6,75% 269,878,490 270,000,000 71,673,414	3.26 y 3.18 y 270,000,0 269,000, 269,000, 266,000. 44. 77. 6.6. 45. 5.5. 5.5. 5.5. 5.5. 5.5. 5.5.
	ncome Assessment Passing Income Passing Income (fully leased) Market Income Judgoings Spa. Jacancy Factor Vent/Inder Rated Office Passing Income Office Passing Income Office Passing Income Office Passing Income Capital Expenditure Dapital Expenditure Dapital Expenditure (10 years, inflated) Dapital Expenditure (10 years, PV) Dapex (10 yrs incl. terminal value allowances Capital Expenditure (10 years, pv) Dapex (10 yrs incl. terminal value allowances Capitalisation Approach Expiry Allowances for Tenancies expiring before Market Capitalisation rate Market Capitalisation Value Counded Market Capitalisation Value Discounted Cash Flow Approach Dash Flow period Discount Rate Foreminal Capitalisation Rate	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) 	Gross 23,050,107 26,795,249 26,732,373 (6,92,509) 0,2% 21,718,670 25,132,230 S/m² 208 852 974 914 24 months 6,75% 269,122,149 269,000,000	inancial Reporting 100% Freehold Sim² 892 895 893 (203) 203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3% capturing 25% of NLA 6.50% 280,765,410 281,000,000	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield (Affer Abatements) Initial Passing Yield (Affer Abatements) Initial Passing Yield (Firely Leased) Equivalent Initial Yield Reversionary Yield Equivalent Market Yield Capital Value \$/m² - NLA 10 Year IRR 7 Year IRR 3 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Value Rounded Initial (Passing) Capitalisation Value Sum of Discounted Cash Flows Present Value of Terminal Value NPV (Before acquisition costs) Acquisition Costs	7.00% 259,041,638	25,836,50 4,114,40 6,75% 269,878,490 270,000,000 71,673,414 208,369,391 280,042,805	3.26 y 3.18 y 270,000, 260,000, 260,000, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6.00, 6
Assumed WALE By Net Passing Income (as at 21-Oct-34) 2.67 years	ncome Assessment Passing Income Passing Income (fully leased) Market Income Dutgoings S pa. Jacancy Factor VoerrUnder Rated Office Passing Income Office Passing Income Office Passing Income Capital Expenditure Capital Expenditure dopted in Cap Val (24 r Capital Expenditure (10 years, inflated) Capital Expenditure (10 years, PV) Capex (10 yrs incl. terminal value allowances Capital Expenditure (10 years, PV) Capex (10 yrs incl. terminal value allowances Capital Expenditure (10 years) Capitalisation Approach Expiry Allowances for Tenancies expiring before Market Capitalisation rate Market Capitalisation rate Market Capitalisation Value Capitalisation Capitalisation Value Capitalisation Rate Frominal Capitalisation Rate Ferminal Allowance for Tenancies expiring before	16,957,598 20,703,040 20,639,864 (6,092,509) 0.3% 16,463,098 19,093,014 months)	656 691 689 (203) 637 637 \$ 6.218,451 125,513,795 19,321,714 29,169,829 27,372,337 20-Oct-26 7.00% 258,317,784 258,000,000	Gross 23,050,107 26,795,249 26,732,373 (6,92,509) 0,2% 21,718,670 25,132,230 S/m² 208 852 974 914 24 months 6,75% 269,122,149 269,000,000	inancial Reporting 100% Freehold Sim² 892 895 893 (203) 203) 841 839 % of Value 2.3% 9.6% 7.3% 11.0% 10.3% capturing 25% of NLA 6.50% 280,765,410 281,000,000	Vacant Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income Valuation Reconciliation Initial (Passing) Capitalisation Approach Market Capitalisation Approach Adopted Market Value Initial Passing Yield (After Abatements) Initial Passing Yield (Fully Leased) Equivalent Initial Yield Reversionary Yield (Fully Leased) Equivalent Market Yield Capital Value Sim* - NLA 10 Year IRR 7 Year IRR 7 Year IRR 8 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital) Initial (Passing) Capitalisation Rate Initial (Passing) Capitalisation Value Rounded Initial (Passing) Capitalisation Value Sum of Discounted Cash Flows Present Value of Terminal Value NPV (Before acquisition costs) Acquisition Costs NPV (after acquisition costs)	7.00% 259,041,638	25,836,50 4,114,40 6,75% 269,878,490 270,000,000 71,673,414 208,369,391 2280,042,805 (17,584,693)	3.26 y 3.18 y 4 270,000,0 269,000, 269,000, 266,000, 6.6,7.7.6.6.7.7.6.8.3.6.9.2.2.000, 266,000, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6.2.0.00, 6.6





Southgate Car Park

Valuation Details					Area & Occupancy Details		
Date of Valuation Date of Cash Flow Model Purpose of Valuation Interest Valued				21 October 2024 21 October 2024 Financial Reporting 100% Freehold	Total Occupied - Vacant - Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Net Income	NLA - - -	
Income Assessment	Net	\$/m²	Gross	\$/m²	Valuation Reconciliation		
Passing Income Passing Income (fully leased) Warfet Income Utigoings S pa. Vacancy Factor Verifunder Rated Car Parking Passing Income Car Parking Marfet Income	1,401,149 1,401,149 1,549,273 (659,327) (9.6%) 2,060,476 2,208,600	:	2,060,476 2,060,476 2,208,600 (659,327) (6.7%) 2,060,476 2,208,600	:	Initial (Passing) Capitalisation Approach Market Capitalisation Approach DCF Approach Adopted Market Value Initial Passing Yield Initial Passing Yield Initial Passing Yield (After Abatements) Initial Passing Heid (Fully Lessed) Equivalent Initial Yield Reversonary Yield		22 24 25 24
Capital Expenditure		\$	\$/m²	% of Value	Equiv alent Market Yield Capital Value \$/m² - NLA		
Capital Expenditure adopted In Cap Val (2 Capital Expenditure (10 years, inflated) Capital Expenditure (10 years, PV) Capex (10 yrs incl. terminal value allowanc Capex (10 yrs incl. terminal value allowanc Capex (10 yrs incl. terminal value allowanc	es, inflated)	97,500 574,360 402,998 704,570 637,537	-	0.4% 2.3% 1.6% 2.8% 2.6%	10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital)		
Capitalisation Approach							
Expiry Allowances for Tenancies expiring b	efore	20-Oct-26	24 months	0%			
Market Capitalisation rate Market Capitalisation Value Rounded Market Capitalisation Value		6.25% 23,595,536 23,500,000	6.00% 24,625,465 24,750,000	5.75% 25,745,192 25,500,000	Initial (Passing) Capitalisation Rate 6.25% Initial (Passing) Capitalisation Value 21,357,533 Rounded Initial (Passing) Capitalisation Value 21,250,000	6.00% 22,288,874 22,250,000	23 23
Discounted Cash Flow Approach							
Cash Flow period Discount Rate Terminal Capitalisation Rate Terminal Allowance for Tenancies expiring Assumed WALE By Area (as at 21-Oct-34) Assumed WALE By Net Passing Income (as		10 years 7.50% 6.50% 21-Oct-36	+ 50.0 bp spread 24 months	0%	Sum of Discounted Cash Flows Present Value of Terminal Value NPV (before acquisition costs) Acquisition Costs NPV (after acquisition costs) Rounded NPV	10,708,745 16,033,085 26,741,830 (1,749,465) 24,992,364 25,000,000	6

Basis of Valuation

The value given herein is that of the market value of the Property as defined by the International Valuation Standards Committee (IVSC), and endorsed by the API and PINZ, which is as follows:

Market Value

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

Included within this valuation are lessor-owned items of building fixtures, fittings, plant and equipment. These items exclude all movable equipment, furniture, furnishings and tenant owned fit-out and improvements.

Valuation Methodologies

In arriving at our opinion of market value we have adopted the capitalisation of net income and discounted cash flow (DCF) approaches. Both results have then been cross checked using the direct comparison approach where the value is analysed on a rate per square metre of GLA.

Our valuation has been undertaken utilising the Forbury valuation model.

Capitalisation Approach

The capitalisation approach involves the addition of our opinion of market rent for the various components of the Property, and the deduction of outgoings (where appropriate) in order to determine the net market income of the Property. This net market income is capitalised at the adopted capitalisation rate to derive a core value.

Adjustments (for rental reversions, letting up allowances and capital expenditure) have been made where appropriate in order to derive the resultant value.



Discounted Cash Flow Approach

We have undertaken a discounted cash flow analysis over a 10 year investment horizon to derive a net present value for the Property. The cash flow outputs are summarised and appended to this report.

We stress that the estimating of future rentals and values is a very problematic exercise, which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties. The process of making forward projection of key elements includes assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions, variation in any of which may significantly affect value.

Our revenue projections commence with the passing rent for the Property and, where relevant, include structured annual and market rent reviews together, as provided for under the respective leases.

The property's anticipated terminal sale price at the end of the 10-year cash flow period is also discounted to its present value at a market derived discount rate and added to the discounted income stream (i.e. 10 years) to arrive at the total present market value of the property.

We have applied a terminal yield to the market net income at the start of Year 11 in order to calculate the estimated terminal sale price. This value also includes rental reversions if appropriate.

In estimating the terminal value we have had regard to assumed stable market conditions at the end of Year 10 and the age, leasing profile and condition of the Property at that time. Given the difficulty in projecting long range forecasts, we have assumed stable market conditions would be prevalent. Long term cyclical factors will undoubtedly influence and govern the actual market conditions and appropriate terminal sale capitalisation rate that should be applied.

Direct Comparison Approach

The direct comparison approach to valuation compares the Property to sales of similar properties within the surrounding locality and analyses these on a rate per square metre of GLA basis.

When analysing the sales evidence, we have taken into consideration the location attributes, building improvements, lease terms and conditions, access, zoning, date of purchase etc. of the sales and we have compared them to the Property.



2 Qualification

We consent to the inclusion of this summary letter in the Offeree Circular on the following conditions:

- The letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an
 investment opportunity.
- JLL has not been involved in the preparation of the Offeree Circular nor have we had regard to any material contained in the
 Offeree Circular. The summary letter does not take into account any matters concerning the investment opportunity
 contained in the Offeree Circular.
- JLL has not operated under an Australian financial services licence or the New Zealand Financial Markets Authority in
 providing this summary letter and makes no representation or recommendation to a prospective investor in relation to the
 valuation of the property or the investment opportunity contained in the Offeree Circular.
- The formal valuation and the summary letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the Offeree Circular. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither the summary letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared the summary letter solely in reliance upon the financial and other information (including market information and third-party information) provided by Suntec and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report of the Valuation Date and is subject to the assumptions, limitation and disclaimers contained therein.
- JLL has received a fee for the preparation of the valuation report and the summary letter.
- JLL specifically disclaims liability to any potential investor using this short form valuation report/summary letter except to the
 extent this summary contains a misleading or deceptive statement or an omission of material required by the Corporations
 Act 2001 (as amended) or the equivalent Act in the state of Singapore.
- JLL specifically disclaims all liability with respect to parts of the Offeree Circular or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the Corporations Act 2001 (as amended) or the equivalent Act in the state of Singapore from, any part of the offer document not prepared by JLL.
- JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members.
- In appointing JLL, Suntec and reliant parties acknowledge and accept the JLL terms and conditions for Business for Valuations.
- The reports are not to be published, copied or distributed to additional parties (including any related entity) without our prior written consent of JLL.

3 Valuer's Experience and Interest

The valuer who prepared the valuation report is Mr Martin Reynolds and Mt Stephen Andrew. Both Valuers have over 10 year valuation experience in a range of property types and is authorised under the requirements of the Australian Property Institute to practise as a valuer in the State of Victoria.

The above-mentioned Valuer does not have any pecuniary interest that could reasonably be regarded as being capable of affecting their ability to give an unbiased opinion of the Property's value or that could conflict with a proper valuation of the Property.

4 Liability Disclaimer

This summary letter and the valuation report has been prepared for The Trust Company (Australia) Limited as Trustee of Suntec REIT (Australia) and is subject to the conditions referred to in *Section 1, 2* and 3 of this summary letter. Neither JLL nor any of its directors make any representation in relation to the Offeree Circular nor accept responsibility for any information or representation made in the Offeree Circular, other than this summary letter.

JLL was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in, the Offeree Circular other than in relation to this Summary Letter.

5 Information sources

The information reviewed or previously provided includes, but is not limited to, the following:

- Computer Certificate of Title searches.
- Tenancy schedule.

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Value and Risk Advisory

- Capital expenditure budgets.
- Actual and budgeted outgoings.
- Various lease documents and agreements.
- Various correspondence from Management.
- Lettable area plans.
- Other relevant information.
- Retail sales and trading information.

Our valuation is based on a significant amount of information which is sourced from the the instructing party or its agents and other third parties, including but not limited to tenancy schedules, operating cost budgets, title, site, environmental and planning documents. We have relied upon the accuracy, sufficiency and consistency of the information supplied to us. JLL accepts no liability for any inaccuracies contained in the information disclosed by the Client or other parties, or for conclusions which are drawn either wholly or partially from that information. Should inaccuracies be subsequently discovered, we reserve the right to amend our valuation assessment.



20 December 2024

Valuation Summary Letter

Property: Olderfleet - 477 Collins Steet, Melbourne, VIC 3006

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477 Collins Street, Melbourne is known as 'Olderfleet' comprises a 40-storey commercial office building with a Net Lettable Area (NLA) of 58,594m² completed in mid-2020. The Property is situated on the southern alignment of Collins Street, within the West Core Precinct of Melbourne's CBD. The building presents to very good standard and is characterised by the heritage façade to Collins Street.

The Property is located upon a 3,899m2 site which is zoned Capital City Zone - Schedule 1 (CCZ1) under the City of Melbourne Planning Scheme and is subject to a Design and Development Overlay (DDO), Heritage Overlay (HO) and Parking Overlay (PO).

As at the date of valuation, the Subject Property was fully leased to 26 tenants, including Deloitte, Landers & Rogers and Norton Rose, with a net passing income of \$47,747,860 per annum with a medium-long term WALE of 5.94 years by income.

The Subject incorporates the façade of the existing heritage listed building's along the Collins Street frontage. The building provides five levels of boutique style office and retail accommodation within the three refurbished buildings.

Summary

Property

Olderfleet - 477 Collins Steet, Melbourne, VIC 3006

Prepared for

The valuation was prepared for Perpetual Corporate Trust Limited ATF Suntec REIT 477 Trust and The Trust Company (Australia) Limited as trustee for the Suntec REIT 477 Sub-Trust (Reliant Party).

Reliant parties are noted as:

- Perpetual Corporate Trust Limited ATF Suntec REIT 477 Trust
- The Trust Company (Australia) Limited as trustee for the Suntec REIT 477 Sub-Trust
- HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of Suntec Real Estate Investment Trust
- ANZ Banking Group Ltd and ANZ Fiduciary Services Pty Ltd (as Security Trustee)
- ESR Trust Management (Suntec) Limited as manager of Suntec Real Estate Investment Trust

Valuation Purpose

For the purpose of financial reporting and inclusion in an Offeree Circular on Singapore Exchange Securities Trading Limited (SGX-ST).

Date of Valuation

Interest Valued

20 December 2024

100% Freehold Interest Valuation **Approaches**

Capitalisation of Net Income and Discounted Cash Flow (DCF)

Adopted Value

100% Freehold Interest Value:

AUD \$850,000,000 Plus GST (if any). (EIGHT HUNDRED FIFTY MILLION DOLLARS)

50% Freehold Interest Value:

AUD \$425,000,000 Plus GST (if any).

(FOUR HUNDRED AND TWENTY FIVE MILLION DOLLARS

The above represents JLL's opinion of the market value of the Subject Property on t<mark>h</mark>e Date of Valuation.

Capitalisation Rate

5.75%

Discount Rate

6.75%

Jones Lang LaSalle Advisory Services Pty Limited ABN 56 003 262 600 Locked Bag 3140 Melbourne VIC 3001 Level 33, 101 Collins Street Melbourne VIC 3000

T +61 3 9672 6666 F +61 3 9600 1715 jll.com.au

Jones Lang LaSalle Advisory Services Pty Limited ABN 56 003 262 600 Locked Bag 3140 Melbourne VIC 3001 Level 33, 101 Collins Street Melbourne VIC 3000

Martin Reynolds AAPI MRICS (Primary Valuer) **Executive Director** Head of Valuation Advisory - Australia Certified Practising Valuer (API Member: 62938)

Bernard Sweeney FAPI MRICS

Bernard Liveerey

(Supervising Member) Senior Director Value and Risk Advisory - Victoria Certified Practising Valuer (API Member: 62116)

Date of Issuance: 19 December 2024

This letter is a summary of the valuations only and has not been prepared for the purpose of assessing the Property as an investment opportunity. It is an abstract of the contents of the valuation report dated 20 December 2024. The valuation assessment and report is contingent upon a number of conditions, qualifications and critical assumptions which are fully described and set out in the body of the report



1 Introduction

1.1 Instructions

We refer to your instructions dated 26 September 2024 requesting that we undertake a market valuation of the 100% freehold interest in the 477 Collins Street, Melbourne for Financial Reporting and First Mortgage Security Purposes as at 20 December 2024.

Responsibility is disclaimed for any loss or damage including, but not limited to damage resulting from the use by the Client of the Valuation, suffered by the Recipient Party or any other person other than the client for any reason whatsoever including, but not limited to, negligence on the part of us.

The Valuation is current as at its date. We are not liable for claims relating to reliance upon the Valuation more than 90 days after its date, or earlier if the relying party is aware of anything that may have an effect on the Valuation.

JLL's valuation is subject to our Standard Terms and Conditions of Business as provided.

Valuation Reconciliation & Key Assumptions

The results and key assumptions of our valuation methods are:

Valuation Details					Area & Occupancy Details			
Date of Valuation				20 December 2024			NLA	Car I
Date of Cash Flow Model				20 December 2024	Total		58.593.57	
Purpose of Valuation				Financial Reporting	Occupied	100.0%	58.593.57	
Interest Valued				100% & 50% Freehold	Vacant	100.070	00,000.01	
Interest varued				100% & 50% Fieelioid		-	-	
					Weighted Average Lease Expiry By Area			6.05
					Weighted Average Lease Expiry By Net Income			5.98
Income Assessment	Net	\$/m²	Gross	\$/m²	Valuation Reconciliation			
							50% Interest	100% Int
Passing Income	47,747,860	815	60,556,170	1,033				
Passing Income (fully leased)	47,747,860	815	60,556,170	1,033	Market Capitalisation Approach		421,000,000	842,00
Market Income	50,214,502	857	63,022,813	1,076	DCF Approach		431,500,000	863,000
Outgoings \$ pa.	(12,808,311)	(219)	(12,808,311)	(219)	Adopted Market Value		425,000,000	850.000
Vacancy Factor		,		/	Initial Passing Yield		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	5
Over/Under Rated	(4.9%)		(3.9%)		Initial Passing Yield (After Abatements)			5
Over/order Rated	(4.976)		(3.8%)					5
					Initial Passing Yield (Fully Leased)			
Office Passing Income	42,328,359	758	54,530,890	977	Equivalent Initial Yield			5
Office Market Income	45,117,908	808	57,320,439	1,027	Reversionary Yield			5
					Equivalent Market Yield			5
Capital Expenditure		\$	\$/m²	% of Value	Capital Value \$/m² - NLA			14
3		4.742.442	81	0.6%	10 Year IRR			6
Capital Expenditure adopted In Cap Val (24 months)		56.364.735	962	6.6%	7 Year IRR			
Capital Expenditure (10 years, inflated)								6
Capital Expenditure (10 years, PV)		36,689,705	626	4.3%	5 Year IRR			6
					3 Year IRR			5
Capex (10 yrs incl. terminal value allowances, inflated)		60,050,962	1,025	7.1%	10 Year Average Cash on Cash (on Gross Investment Capital)			4
Capex (10 yrs incl. terminal value allowances, PV)		58,282,977	995	6.9%				
0								
Capitalisation Approach Expiry Allowances for Tenancies expiring before		19-Dec-26	24	apturing 9% of NLA				
Expiry Allowalices for Terralicles explining before		13-060-20	24 11011013	aptuning 970 of NEA				
Market Capitalisation rate		6.00%	5.75%	5.50%				
Market Capitalisation Value		805.912.751	842.073.325	881.538.950				
Rounded Market Capitalisation Value		806.000.000	842,000,000	882.000.000				
Counted Market Capitalisation value		000,000,000	042,000,000	002,000,000				
Discounted Cash Flow Approach								
Cash Flow period		10 years			Sum of Discounted Cash Flows		286,048,261	31.1%
Discount Rate		6.75%			Present Value of Terminal Value		633,670,702	68.9%
Terminal Capitalisation Rate		5.75%	+ 0.0 bp spread		NPV (before acquisition costs)		919,718,962	
Terminal Allowance for Tenancies expiring before		20-Dec-36		apturing 28% of NLA	Acquisition Costs		(56,943,200)	
reminal Anowance for renalicles explining before		20-080-36	24 IIDIIUIS (apiding 20% OF NEA			862.775.762	
					NPV (after acquisition costs)			
Assumed WALE By Area (as at 20-Dec-34)		2.45 years			Rounded NPV		863,000,000	
Assumed WALE By Net Passing Income (as at 20-Dec-34	1)	2.44 years						

Basis of Valuation

The value given herein is that of the market value of the Property as defined by the International Valuation Standards Committee (IVSC), and endorsed by the API and PINZ, which is as follows:

Market Value

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

Included within this valuation are lessor-owned items of building fixtures, fittings, plant and equipment. These items exclude all movable equipment, furniture, furnishings and tenant owned fit-out and improvements.

Valuation Methodologies

In arriving at our opinion of market value we have adopted the capitalisation of net income and discounted cash flow (DCF) approaches. Both results have then been cross checked using the direct comparison approach where the value is analysed on a rate per square metre of NLA.

Our valuation has been undertaken utilising the Forbury valuation model.



Capitalisation Approach

The capitalisation approach involves the addition of our opinion of market rent for the various components of the Property, and the deduction of outgoings (where appropriate) in order to determine the net market income of the Property. This net market income is capitalised at the adopted capitalisation rate to derive a core value.

Adjustments (for rental reversions, letting up allowances and capital expenditure) have been made where appropriate in order to derive the resultant value.

Discounted Cash Flow Approach

We have undertaken a discounted cash flow analysis over a 10 year investment horizon to derive a net present value for the Property. The cash flow outputs are summarised and appended to this report.

We stress that the estimating of future rentals and values is a very problematic exercise, which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties. The process of making forward projection of key elements includes assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions, variation in any of which may significantly affect value.

Our revenue projections commence with the passing rent for the Property and, where relevant, include structured annual and market rent reviews together, as provided for under the respective leases.

The property's anticipated terminal sale price at the end of the 10-year cash flow period is also discounted to its present value at a market derived discount rate and added to the discounted income stream (i.e. 10 years) to arrive at the total present market value of the property.

We have applied a terminal yield to the market net income at the start of Year 11 in order to calculate the estimated terminal sale price. This value also includes rental reversions if appropriate.

In estimating the terminal value we have had regard to assumed stable market conditions at the end of Year 10 and the age, leasing profile and condition of the Property at that time. Given the difficulty in projecting long range forecasts, we have assumed stable market conditions would be prevalent. Long term cyclical factors will undoubtedly influence and govern the actual market conditions and appropriate terminal sale capitalisation rate that should be applied.

Direct Comparison Approach

The direct comparison approach to valuation compares the Property to sales of similar properties within the surrounding locality and analyses these on a rate per square metre of NLA basis.

When analysing the sales evidence, we have taken into consideration the location attributes, building improvements, lease terms and conditions, access, zoning, date of purchase etc. of the sales and we have compared them to the Property.



2 Qualification

We consent to the inclusion of this summary letter in the Offeree Circular on the following conditions:

- The letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an
 investment opportunity.
- JLL has not been involved in the preparation of the Offeree Circular nor have we had regard to any material contained in the
 Offeree Circular. The summary letter does not take into account any matters concerning the investment opportunity
 contained in the Offeree Circular.
- JLL has not operated under an Australian financial services licence or the New Zealand Financial Markets Authority in
 providing this summary letter and makes no representation or recommendation to a prospective investor in relation to the
 valuation of the property or the investment opportunity contained in the Offeree Circular.
- The formal valuation and the summary letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the Offeree Circular. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither the summary letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared the summary letter solely in reliance upon the financial and other information (including market information and third-party information) provided by Suntec and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report of the Valuation Date and is subject to the assumptions, limitation and disclaimers contained therein.
- JLL has received a fee for the preparation of the valuation report and the summary letter.
- JLL specifically disclaims liability to any potential investor using this short form valuation report/summary letter except to the
 extent this summary contains a misleading or deceptive statement or an omission of material required by the Corporations
 Act 2001 (as amended) or the equivalent Act in the state of Singapore.
- JLL specifically disclaims all liability with respect to parts of the Offeree Circular or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the Corporations Act 2001 (as amended) or the equivalent Act in the state of Singapore from, any part of the offer document not prepared by JLL.
- JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members.
- In appointing JLL, Suntec and reliant parties acknowledge and accept the JLL terms and conditions for Business for Valuations.
- The reports are not to be published, copied or distributed to additional parties (including any related entity) without our prior written consent of JLL.

3 Valuer's Experience and Interest

The valuer who prepared the valuation report is Mr Martin Reynolds . The Valuer has over 10 year valuation experience in a range of property types and is authorised under the requirements of the Australian Property Institute to practise as a valuer in the State of Victoria.

The above-mentioned Valuer does not have any pecuniary interest that could reasonably be regarded as being capable of affecting their ability to give an unbiased opinion of the Property's value or that could conflict with a proper valuation of the Property.

4 Liability Disclaimer

This summary letter and the valuation report has been prepared for The Trust Company (Australia) Limited as Trustee of Suntec REIT (Australia) and is subject to the conditions referred to in *Section 1, 2* and 3 of this summary letter. Neither JLL nor any of its directors make any representation in relation to the Offeree Circular nor accept responsibility for any information or representation made in the Offeree Circular, other than this summary letter.

JLL was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in, the Offeree Circular other than in relation to this Summary Letter.



5 Information sources

The information reviewed or previously provided includes, but is not limited to, the following:

- Computer Certificate of Title searches.
- Tenancy schedule.
- Capital expenditure budgets.
- Actual and budgeted outgoings.
- Various lease documents and agreements.
- Various correspondence from Management.
- Lettable area plans.
- Other relevant information.
- Olderfleet Technical Guide

Our valuation is based on a significant amount of information which is sourced from the the instructing party or its agents and other third parties, including but not limited to tenancy schedules, operating cost budgets, title, site, environmental and planning documents. We have relied upon the accuracy, sufficiency and consistency of the information supplied to us. JLL accepts no liability for any inaccuracies contained in the information disclosed by the Client or other parties, or for conclusions which are drawn either wholly or partially from that information. Should inaccuracies be subsequently discovered, we reserve the right to amend our valuation assessment.





Property: 55 Currie Street, Adelaide SA 5000

Property Description

The Property comprises a medium rise A grade office building situated within the Core office precinct of the Adelaide CBD. Completed in 1988, and undergoing progressive refurbishment, with a Net Lettable Area totalling approximately 26,240m². The building is configured around a large feature central atrium.

The building is disposed over ground, 11 upper levels of office space and car parking for 94 vehicles located in the basement. Additional areas comprise a theatrette and conference room and substantial end of trip facilities located within the basement.

The Property is currently leased to 8 tenants including a number of Commonwealth and State Government tenants, with some 33% of the NLA vacant as at the date of valuation.

Summary

Property 55 Currie Street, Adelaide SA 5000.

Prepared for Reliant parties Perpetual Corporate Trust Limited ATF Suntec REIT 55 Trust.

- Perpetual Corporate Trust Limited ATF Suntec REIT 55 Trust;
- HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of Suntec Real Estate Investment Trust;
- ANZ Banking Group Ltd and ANZ Fiduciary Services Pty Ltd (as Security Trustee);
- ESR WIM (Australia) Pty Limited as Investment Manager; and
- ESR Trust Manasgment (Suntec) Limited as manager of Suntec Real Estate Investment Trust.

 Or the purpose of financial reporting and inclusion in an Office Circular on the Singapore Exchange.

Valuation Purpose

For the purpose of financial reporting and inclusion in an Offeree Circular on the Singapore Exchange

(SGX)

Date of Valuation 20 December 2024
Interest Valued 100% Freehold Interest

Valuation Approaches

Capitalisation of Net Income and Discounted Cash Flow (DCF)

AUD \$115,000,000

opted Values (ONE HUNDRED AND FIFTEEN MILLION DOLLARS) Plus GST (if any).

Capitalisation Rates 8.00% Discount Rates 7.25%

Jones Lang LaSalle Advisory Services Pty Ltd

Tanya Parker AAPI MRICS

Primary Valuer Senior Director Value and Risk Advisory – SA & NT Certified Practising Valuer

(Reg. No. 64276)

Date of Issuance: 20 December 2024

David Mintern AAPI Supervising Member Director

Value and Risk Advisory – SA & NT

This letter is a summary of the valuations only and has not been prepared for the purpose of assessing the Property as an investment opportunity. It is an abstract of the contents of the valuation report dated 20 December 2024. The valuation assessment and report is confingent upon a number of conditions, qualifications and critical assumptions which are fully described and set out in the body of the report

Jones Lang LaSalle Advisory Services Pty Limited ABN 56 003 262 600

Level 18, 25 Grenfell Street ADELAIDE SA 5000

(III) JLI

Page 1

1 Introduction

1.1 Instructions

We refer to your instructions dated 26 September 2024 requesting that we undertake a market valuation of the 100% freehold interest in 55 Currie Street, Adelaide for Financial Reporting and First Mortgage Security Purposes as at 20 December 2024.

Responsibility is disclaimed for any loss or damage including, but not limited to damage resulting from the use by the Client of the Valuation, suffered by the Recipient Party or any other person other than the client for any reason whatsoever including, but not limited to, negligence on the part of us.

The Valuation is current as at its date. We are not liable for claims relating to reliance upon the Valuation more than 90 days after its date, or earlier if the relying party is aware of anything that may have an effect on the Valuation.

JLL's proposal is also subject to the attached Standard Terms and Conditions of Business.

We have prepared a full and comprehensive valuation report for the property in accordance with our instructions. This summary letter should be read in conjunction with the valuation report prepared 20 December 2024 as we note this summary letter does not outline all information and assumptions which are detailed in our valuation report.

Valuation Reconciliation & Key Assumptions

The results and key assumptions of our valuation methods are:

55 Currie Street, Adelaide

KEY VALUATION OUTPUTS

55 Currie St, Adelaide SA 5000 Valuation Date: 20 December 2024



Valuation Bate. 20 Becomber 2024						
Valuation Details					Area & Occupancy Details	
Date of Valuation Date of Cash Flow Model Purpose of Valuation Interest Valued		Financ	ial Reporting & Fir	20 December 2024 20 December 2024 st Mortgage Security 100% Freehold	NLA 26,240,00 Cocupied 67.0% 17,586.10 Vacant 33.0% 8,653.90 Weighted Average Lease Expiry By Area Weighted Average Lease Expiry By Gross Income Section 1.5 Section 2.5 Sec	94 69 25 2.11 years 2.12 years
Income Assessment	Net	\$/m²	Gross	\$/m²	Valuation Reconciliation	
Passing Income (fully leased) Market Income (fully leased) Market Income Outgoings \$ pa Vacamey Facility Vacamey Facility Office Passing Income Office Market Income	7,292,478 12,518,372 11,782,612 (4,369,614) 6.2% 8,166,875 10,996,861	415 477 449 (167) -	11,662,092 16,887,986 16,152,226 (4,369,614) 4.6% 11,084,095 15,355,171	663 644 616 (167) -	DCF Approach	116,000,000 114,000,000 115,000,000 6.34% 5.38% 10.89% 8.46% 10.25% 8.05%
Capital Expenditure		\$	\$/m²	% of Value	Capital Value \$/m² - NLA	4,383
Capital Expenditure adopted in Cap Val (24 months Capital Expenditure (10 years, inflated) Capital Expenditure (10 years, PV) Capex (10 yrs incl. terminal value allowances, inflat Capex (10 yrs incl. terminal value allowances, PV)		2,377,168 21,273,643 15,259,299 21,722,375 21,496,494	91 811 582 828 819	2.1% 18.5% 13.3% 18.9% 18.7%	10 Year IRR 7 Year IRR 5 Year IRR 3 Year IRR 10 Year Average Cash on Cash (on Gross Investment Capital)	7.17% 6.77% 5.84% 8.02% 4.20%
Capitalisation Approach						
Expiry Allowances for Tenancies expiring before		19-Dec-26	24 months c	apturing 64% of NLA		
Market Capitalisation rate Market Capitalisation Value Rounded Market Capitalisation Value		8.25% 111,530,993 111,500,000	8.00% 115,953,938 116,000,000	7.75% 120,664,441 120,500,000		
Discounted Cash Flow Approach						
Cash Flow period Discount Rate Terminal Capitalisation Rate Terminal Allowance for Tenancies expiring before Assumed WALE By Area (as at 20-Dec-34) Assumed WALE By Gross Passing Income (as at 2	20-Dec-34)	10 years 7.25% 8.00% 20-Jan-37 1.48 years 1.49 years	+ 0.0 bp spread 25 months c	apturing 75% of NLA	Sum of Discounted Cash Flows 31,208,711 Present Value of Terminal Value 84,181,670 NPV (before acquisition costs) 115,390,381 Acquisition Costs (1,142,479) NPV (after acquisition costs) 114,247,902 Rounded NPV 114,000,000	27.0% 73.0%
10 Year DCF Sensitivity Matrix					10 Year IRR Sensitivity Matrix	
8.50% 104.206.664 8.25% 108.816,707 8.00% 109.591.035 112,45.506 9.7.50% 115,698.338	7.50% 106,380,360 109,051,740 111,891,267 114,915,231 118,142,096	7.25% 108,607,179 111,341,487 114,247,902 117,343,099 120,645,976	7.00% 110,888,581 113,687,450 116,662,491 119,830,770 123,211,634	6.75% 113,226,069 116,091,181 119,136,633 122,379,898 125,840,778	8.50% 6.36% 6.46% 6.86% 6.65% 6.76% 6.86% 6.96% 7.75% 7.28% 7.38% 7.49% 7.59% 7.92%	113,000,000 6.77% 7.07% 7.38% 7.70% 8.03%

46980– 55 Currie Street, ADELAIDE SA 5000 Liability Limited by a scheme approved under Professional Standards Legislation COPYRIGHT © JONES LANG LASALLE IP, INC. 2023. All Rights Reserved



Page 2

Basis of Valuation

The value given herein is that of the market value of the Property as defined by the International Valuation Standards Committee (IVSC), and endorsed by the API and PINZ, which is as follows:

Market Value

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

Included within this valuation are lessor-owned items of building fixtures, fittings, plant and equipment. These items exclude all movable equipment, furniture, furnishings and tenant owned fit-out and improvements.

Valuation Methodologies

In arriving at our opinion of market value we have adopted the capitalisation of net income and discounted cash flow (DCF) approaches. Both results have then been cross checked using the direct comparison approach where the value is analysed on a rate per square metre of GLA.

Our valuation has been undertaken utilising the Forbury valuation model.

Capitalisation Approach

The capitalisation approach involves the addition of our opinion of market rent for the various components of the Property, and the deduction of outgoings (where appropriate) in order to determine the net market income of the Property. This net market income is capitalised at the adopted capitalisation rate to derive a core value.

Adjustments (for rental reversions, letting up allowances and capital expenditure) have been made where appropriate in order to derive the resultant value.

Discounted Cash Flow Approach

We have undertaken a discounted cash flow analysis over a 10 year investment horizon to derive a net present value for the Property. The cash flow outputs are summarised and appended to this report.

We stress that the estimating of future rentals and values is a very problematic exercise, which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties. The process of making forward projection of key elements includes assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions, variation in any of which may significantly affect value.

Our revenue projections commence with the passing rent for the Property and, where relevant, include structured annual and market rent reviews together, as provided for under the respective leases.

The property's anticipated terminal sale price at the end of the 10-year cash flow period is also discounted to its present value at a market derived discount rate and added to the discounted income stream (i.e. 10 years) to arrive at the total present market value of the property.

We have applied a terminal yield to the market net income at the start of Year 11 in order to calculate the estimated terminal sale price. This value also includes rental reversions if appropriate.

In estimating the terminal value we have had regard to assumed stable market conditions at the end of Year 10 and the age, leasing profile and condition of the Property at that time. Given the difficulty in projecting long range forecasts, we have assumed stable market conditions would be prevalent. Long term cyclical factors will undoubtedly influence and govern the actual market conditions and appropriate terminal sale capitalisation rate that should be applied.

Direct Comparison Approach

The direct comparison approach to valuation compares the Property to sales of similar properties within the surrounding locality and analyses these on a rate per square metre of GLA basis.

When analysing the sales evidence, we have taken into consideration the location attributes, building improvements, lease terms and conditions, access, zoning, date of purchase etc. of the sales and we have compared them to the Property.



2 Qualification

We consent to the inclusion of this summary letter in the Offeree Circular on the following conditions:

- The letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an
 investment opportunity.
- JLL has not been involved in the preparation of the Offeree Circular nor have we had regard to any material contained in the
 Offeree Circular. The summary letter does not take into account any matters concerning the investment opportunity
 contained in the Offeree Circular.
- JLL has not operated under an Australian financial services licence or the New Zealand Financial Markets Authority in providing this summary letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the property or the investment opportunity contained in the Offeree Circular.
- The formal valuation and the summary letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the Offeree Circular. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither the summary letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared the summary letter solely in reliance upon the financial and other information (including market information and third-party information) provided by Suntec and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report of the Valuation Date and is subject to the
 assumptions, limitation and disclaimers contained therein.
- JLL has received a fee for the preparation of the valuation report and the summary letter.
- JLL specifically disclaims liability to any potential investor using this short form valuation report/summary letter except to the
 extent this summary contains a misleading or deceptive statement or an omission of material required by the Corporations
 Act 2001 (as amended) or the equivalent Act in the state of Singapore.
- JLL specifically disclaims all liability with respect to parts of the Offeree Circular or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the Corporations Act 2001 (as amended) or the equivalent Act in the state of Singapore from, any part of the offer document not prepared by JLL.
- JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members.
- In appointing JLL, Suntec and reliant parties acknowledge and accept the JLL terms and conditions for Business for Valuations.
- The reports are not to be published, copied or distributed to additional parties (including any related entity) without our prior written consent of JLL.

3 Valuer's Experience and Interest

The valuer who prepared the valuation report is Tanya Parker. Having 20 years valuation experience in a range of property types and is authorised under the requirements of the Australian Property Institute to practise as a valuer in the State of South

The above-mentioned Valuer does not have any pecuniary interest that could reasonably be regarded as being capable of affecting their ability to give an unbiased opinion of the Property's value or that could conflict with a proper valuation of the Property.

4 Liability Disclaimer

46980-55 Currie Street, ADELAIDE SA 5000

This summary letter and the valuation report has been prepared for The Trust Company (Australia) Limited as Trustee of Suntec REIT (Australia) and is subject to the conditions referred to in *Section 1, 2* and 3 of this summary letter. Neither JLL nor any of its directors make any representation in relation to the Offeree Circular nor accept responsibility for any information or representation made in the Offeree Circular, other than this summary letter.

JLL was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in, the Offeree Circular other than in relation to this Summary Letter.



Page 4

5 Information Sources

The information reviewed or previously provided includes, but is not limited to, the following:

- Computer Certificate of Title search.
- · Tenancy schedule.
- · Capital expenditure budgets.
- Actual and budgeted outgoings.
- Various lease documents and agreements.
- Various correspondence from Management.
- · Lettable area plans.
- Other relevant information.

Our valuation is based on a significant amount of information which is sourced from the the instructing party or its agents and other third parties, including but not limited to tenancy schedules, operating cost budgets, title, site, environmental and planning documents. We may have used artificial intelligence, including generative artificial intelligence, when providing the Report [Services/services]". We have relied upon the accuracy, sufficiency and consistency of the information supplied to us. JLL accepts no liability for any inaccuracies contained in the information disclosed by the Client or other parties, or for conclusions which are drawn either wholly or partially from that information. Should inaccuracies be subsequently discovered, we reserve the right to amend our valuation assessment.





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EMAIL martyn.munford@colliers.com



20 December 2024

Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No.2 Limited as trustee of the Victoria Circle Unit Trust 2

44 Esplanade

St Helier

Jersey

Jersey

Jersey

Dear Sir/Madam,

Valuation of Nova Estate, London, SW1 as at 31 October 2024

In accordance with your instructions, we provide an Executive Summary of the valuation dated 31 October 2024 (the "Valuation Report") of the Long Leasehold asset, Nova Estate, being Nova North, Nova South and The Nova Building, (the "Property") owned by Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No.2 Limited as trustee of the Victoria Circle Unit Trust 2 ("Victoria Circle Trustee"). This Executive Summary Report ("Executive Summary") has been prepared for financial reporting purposes and the incorporation into the in the offeree circular (the "Offeree Circular") to the unitholders of Suntec Real Estate Investment Trust. We confirm that the Valuation Report and Executive Summary can be relied upon (subject to aggregate liability cap) by HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Suntec Real Estate Investment Trust and ESR Trust Management (Suntec) limited as manager of Suntec Real Estate Investment Trust.

Status of the Valuer

The Report has been prepared by Colliers International Property Consultants Limited ("Colliers") who are acting as External valuers. You are aware that Colliers are familiar with the property, having carried out valuations for financial reporting purposes since 2023. The most recent valuation was provided as at 31 October 2024. We are not aware of any conflicts of interest which would preclude us from undertaking the Valuation.

The property has been valued by Martyn Munford MRICS and Alistair Johnstone MRICS, who are both Valuers registered in accordance with the RICS Valuer Registration Scheme (VRS).

We confirm that we have inspected the property, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing our opinion of the value.

We have relied on and reviewed the below information in preparing our Valuation Report and Executive Summary which has been provided to us by ESR Europe Asset Management LLP:

- EPC Certificates
- Service Charge Budgets for the period 2024-2025 prepared by Landsec
- Tenancy Schedule prepared by Landsec and provided to us on the 09 September 2024
- Area Measurement Report for Nova South prepared by Plowman Craven and dated June 2016
- Certificate of Title dated 07 October 2020 and provided to us on 24 October 2023

Colliers International is the licensed trading name of Colliers International Property Consultants Limited which is registered in England and Wales with registered number 7666509. Our registered office is at 95 Wigmore Street, W1U 1FF.



 Rent Review Strategy Report as of January 2023 prepared by Knight Frank and provided to us on 23 October 2023

This report is a condensed version of our full Valuation Report as at 31 October 2024, which is an Executive Summary of our full Valuation Report dated 22 November 2024. Colliers is of the opinion that the assessed value for the subject property as at 31 October 2024 remains appropriate as at 20 December 2024 (at the time of writing this letter).

Basis of Valuation

The values stated in this report represent our objective opinion of **Market Value** and **Market Rent** as at the Date of Valuation in accordance with the definition and supporting commentary as set out in the RICS Valuation – Current Edition.

Market Value is defined as follows:

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

No allowance has been made for either the costs of realisation or for taxation which might arise on a disposal. Our values are, however, net of purchaser's costs.

Market Rent is defined as follows:

'The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.'

We note that our full valuation report was provided on the basis of **Fair value**, which according to the definition adopted by the International Accounting Standards Board (IASB) in IFRS 13 is as follows:

'The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.'

The objective of a Fair value measurement is to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions. The references in IFRS 13 to market participants and a sale make it clear that for most practical purposes the concept of Fair Value is consistent with that of Market Value, and so there would ordinarily be no difference between them in terms of the valuation figure reported.

General and Special Assumptions

Other than as noted during our inspection of the Property, we have formed the opinion that the subject property is in generally good condition, commensurate with its age, nature and use. Unless any defects

Colliers International Property Consultants Limited

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Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No. 2 Limited as trustee of the Victoria Circle Unit Trust 2 – Nova Estate, London, SW1



have been identified to us, we have made the assumption that there are no major wants of repair and that all services are functioning.

We have not carried out any building surveys, environmental assessments, geological surveys or other investigations into ground and site conditions and have assumed that no major defects or adverse conditions exist.

We have made a general assumption that the Property is not adversely affected by flooding, or at risk from Radon gas.

Title & Tenure

We have previously been provided with a Certificate of Title dated 07 October 2020, which confirms that the Nova Estate, being Nova North, Nova South and The Nova Building, is held on a Long Leasehold title for a period of 1042 years from 19 June 2020 expiring 18 June 3062 (1,037.6 years unexpired).

The Certificate of Title confirms that (subject to any disclosures) "in our opinion, the Company has a good and marketable title to the property."

The Certificate of Title highlights a number of Incumbrances which we summarise below:

There are a number of restrictive covenants relating to the rights of London Underground Limited to have support and protection for their land, tunnels or railway, limiting structural alterations which would affect the tunnels or railway, or cause water ingress into railway tunnels.

The Certificate also mentions a number of substations, mobile equipment, wayleaves and a lease in favour of SSE Heat Networks Limited for a term until 30 May 2042.

We do not anticipate any of the abovementioned Incumbrances, or anything contained within the Certificate of Title to have a material impact on our opinion of value.

The Residential Apartments and Common Parts within the Nova Building are held on a Long Leasehold under title number NGL938986. The Residential Lease is for a term of 1050 years less one calendar month from 04 May 2012 expiring 03 April 3062 at a rent of £1,000 per annum.

Special Remarks

In line with your instructions, we have also prepared our valuations assuming the properties are held in a Special Purpose Vehicle (SPV) that is structured in such a way that it would not be subject to stamp duty land tax (SDLT) payments in the event of a transfer of the asset between market participants.

Therefore, you instruct us prepare the valuations on the following assumptions:

- 1. The property is held within an SPV and no stamp duty is payable.
- 2. Any hypothetical vendor or purchaser would be domiciled and incorporated in a way that they could fully benefit from the SPV. We will not reflect any alternative or local taxation rules that could be applicable.

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Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No.2 Limited as trustee of the Victoria Circle Unit Trust 2 – Nova Estate, London, SW1



3. The SPV contains no onerous liabilities or obligations which would have a detrimental impact on the property valuations.

We draw your attention to the possibility that the tax treatment of SPV structures that exist today could be subject to policy changes in the future. In the event that market participants could not benefit from the SPV structure then full SDLT may be payable at the prevailing rate. This would be reflected in the Market Value. Likewise, should the property transfer take place outside of the SPV 'wrapper' then the purchaser would be liable to pay SDLT.

Investigations

The subject property was inspected internally and externally by Martyn Munford BSc (Hons) MRICS, Alistair Johnstone BSc (Hons) MRICS, Hedwig Karls BSc (Hons) MRICS and Charlotte Wheeler MSc on 12 October 2023.

We have not reinspected the property for this valuation, however we have relied on our previous inspection along with updated information provided by you and your advisors. We have assumed that nothing materially has changed at the property since our last inspection which could adversely impact on our valuation, other than the factual information provided to assist our current valuation.

Executive Summary

Property Address	Nova Estate, being Nova North, Nova South and The Nova Building
Registered Owner	Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No.2 Limited as trustee of the Victoria Circle Unit Trust 2
Inspection Date	12 October 2023
Location	The subject property is situated in central Victoria, immediately opposite Victoria Station. It occupies a prominent position with frontages onto Buckingham Palace Road, Victoria Street, Allington Street and Bressenden Place. The immediate surrounding area comprises predominantly office buildings with retail ground floors.

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Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No. 2 Limited as trustee of the Victoria Circle Unit Trust 2 – Nova Estate, London, SW1



Description	Nova comprises 558,323 sq. ft. of office, retail, leisure, residential and ancillary accommodation across three buildings. The Nova development was completed in 2017 by Landsec and sits on a 5.5-acre island site directly across from Victoria Station. Nova consists of two modern office blocks, Nova North and Nova South, and residential spaces within The Nova Building. There is also retail/leisure on the ground floor amongst the three buildings in a pedestrianised public quarter.
Property type	Mixed use (office, retail, leisure, residential)
Net Internal Area (sq ft)	558,323 sq. ft
Tenure	The property is held on a Long Leasehold title for a period of 1,042 years from 19 June 2020 expiring 18 June 3062 (1,037.6 years unexpired).
Number of tenants and occupancy rate	The retail/ leisure accommodation is let to 17 retail tenants. Nova North is multi-let to 6 office tenants. Nova South is multi-let to 10 office tenants. There is also an annual income from the residential ground rents. There is 1 retail unit which is currently vacant totalling 2.448 sq ft which is 0.44% of the net internal area. The occupancy rate is 99.56%.
WAULT to break	6.27 years
WAULT to expiry	7.31 years
% Vacant by area	2,448 sq ft (0.44%)
Gross rental income	£38,163,258 per annum (£68.35 per sq ft)
Net rental income	£38,135,422 per annum
Contracted Income	£41,949,728 per annum (£75.14 per sq ft)
Market Rent	£45,534,756 per annum (£81.53 per sq ft)
Valuation Methodology	 In valuing the subject property, we have used the Investment valuation method. In determining our opinion of value we have had primary regard to the Initial and Equivalent yield, as well as the capital value per sq. ft.
Market Value (100% Ownership Share)	£790,000,000 (Seven Hundred and Ninety Million Pounds)
Capital Value Rate (Net Internal Area)	£1,414 per sq ft
Date of valuation	31 October 2024
Net initial yield (day one)	4.52%
Running Yield (19 May 2025)	4.97%
Equivalent yield	5.13%
Reversionary yield	5.52%
Market Value (100% Ownership Share) on the Assumption that the Property is Held in a Corporate Structure where Nil Stamp is Payable (1.80% purchasers' costs)	£828,800,000 (Eight Hundred and Twenty-Eight Million, Eight Hundred Thousand Pounds)
Capital Value Rate (Net Internal Area) on the Assumption that the Property is Held in a Corporate	£1,484 per sq ft

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Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No.2 Limited as trustee of the Victoria Circle Unit Trust 2 – Nova Estate, London, SW1



Structure where Nil Stamp is Payable (1.80% purchasers' costs)	
Strengths	 Well located in the heart of the Victoria, with excellent transport links Virtual Freehold tenure. The property is fully let across both the retail/ leisure and office accommodation. 87.56% of the income secured by the office tenants would be perceived in the investment market as 'good', 'strong' or 'undoubted' covenant tenants. BREEAM 'Very Good' Rating. Well specified accommodation, having recently developed in 2017. The large floor plates provide good levels of natural light.
Weaknesses	Limited investment demand for large lot sizes.
Opportunities	 Regear, renew leases to provide longer unexpired term at the property. The current income could be seen as reversionary and subject to continued improved occupational evidence there could be further rental growth to be realised.
Threats	Tenant default.
Sustainability	 The subject property benefits from an ESG certification, having achieved a BREEAM In-Use certification of 'Very Good'. The property also has a central energy centre providing low carbon heating and cooling, rainwater harvesting, lower water use fixtures and fittings, green roof areas, and a pedestrian-friendly public realm space.
Key issues / risks	 We draw your attention to the ongoing macro-economic uncertainty as a result of domestic and global inflation, interest rate fluctuations, currency variations and geopolitical events in Ukraine (Russo-Ukrainian conflict) and more recently the Gaza Strip (Israeli-Hamas conflict), all of which continue to have a detrimental impact on many parts of the UK's residential and commercial real estate markets. During periods of increased uncertainty therefore, customer and investor demand may be subject to sudden changes. For commercial markets, these increased pressures have contributed to the pricing corrections seen over 2023/24 with polarised performance results for different commercial property types. Trading volumes remain low generally (albeit increasing) with interest rates and weaker occupational demand in those sectors facing structural pressures weighing on investor activity. Improvement in activity levels are expected gradually as investors rebalance portfolios in order to take advantage of price rebasing The impact of the above uncertainty on all property rental and capital values continues to crystallise. Whilst the direction of change may have returned to positive movements in certain asset classes, there remains a general sector risk in the event of negative economic activity or inflation data. You should note that the findings set out in this report are only valid as at the valuation date. Where appropriate therefore, we would recommend that the valuation is closely monitored given current market volatility.

Market Value

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Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No. 2 Limited as trustee of the Victoria Circle Unit Trust 2 – Nova Estate, London, SW1



We are of the opinion that the Market Value as at 31 October 2024 is:

£790,000,000 (Seven Hundred and Ninety Million Pounds).

Our opinion of the Market Value reflects a capital value of about £1,414 per sq. ft on the total area and the following yield profile, after deducting standard purchaser's costs of 6.80%:

Yield	Annually in Arrears
Initial Yield	4.52%
Running Yield (19 May 2025)	4.97%
Equivalent Yield	5.13%
Reversionary Yield	5.52%

Market Value On the Assumption that the Property is Held in a Corporate Structure where Nil Stamp is Payable

We are of the opinion that the Market Value of the subject property on the assumption that the property is held in a corporate structure where nil stamp is payable as at 31 October 2024 is:

£828,800,000 (Eight Hundred and Twenty-Eight Million, and Eight Hundred Thousand Pounds).

Our opinion of Market Value reflects a capital value of about £1,484 per sq. ft on the total area and reflects the following yield profile, after the deduction of purchaser's costs of 1.80%.

Yield	Annually in Arrears
Initial Yield	4.52%
Running Yield (19 May 2025)	4.97%
Equivalent Yield	5.13%
Reversionary Yield	5.52%

Colliers is of the opinion that the assessed value for the subject property as at 31 October 2024 remains appropriate as at 20 December 2024 (at the time of writing this letter).

Liability

To the fullest extent permitted by law and regulation relating to the Offeree Circular to unitholders of the Suntec REIT. Colliers excludes all liability arising from use of or reliance on its Valuation by any person other than the Addressee of the Valuation for any purpose whatsoever.

For the avoidance of doubt, this Report is provided by Colliers International Property Consultants Limited and no partner, member or employee assumes any personal responsibility for it nor shall owe a duty of care in respect of it.

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Victoria Circle Trustee No. 1 Limited as trustee of the Victoria Circle Unit Trust 1 and Victoria Circle Trustee No. 2 Limited as trustee of the Victoria Circle Unit Trust 2 – Nova Estate, London, SW1



We confirm that Colliers holds sufficient Professional Indemnity Insurance in respect of this Valuation Report, and that the aggregate of our liability is limited to the lesser of £20,000,000 (Twenty Million Pounds) and 25% of the Market Value in accordance with the instruction letter.

This clause shall not exclude or limit our liability for actual fraud and shall not limit our liability for death or personal injury caused by our negligence.

Publication and Reliance

This Report and Valuation is issued solely for the use of the Addressee as agreed within the terms of engagement, for the specific purpose to which it refers. We do not accept any responsibility or liability in respect of any third parties for the whole or any part of its contents, even if a third party meets the whole or any part of the costs of this Instruction, or is permitted to see a copy of our Report and Valuation.

We acknowledge that this report has been prepared for the incorporation into the Offeree Circular to the unitholders of the Suntec REIT.

Neither the whole nor any part of this valuation, nor any reference thereto, may be included in any other published document, circular offer document or statement or disclosed in any way without our previous written consent to the form and context in which it may appear. Such consent is required whether or not Colliers International Property Consultants Limited is referred to by name and whether or not the contents of our Report and Valuation are combined with others. The granting of such consent will be at our sole and absolute discretion and, if given, will be on condition of the named recipient signing a non-reliance letter, and may be subject to an additional fee.

For the avoidance of doubt, this Report and Valuation is provided by Colliers International Property Consultants Limited and no partner, member or employee assumes any personal responsibility for it nor shall owe a duty of care in respect of it.

It shall not be published, in full or in part, other than as stated above or with prior written consent from Colliers, the form and context of which shall be subject to our written approval.

Yours faithfully

H. Humford

Martyn Munford BSc (Hons) MRICS Co Head of Central London Valuations RICS Registered Valuer

Colliers International Property Consultants Limited

Alistair Johnstone BSc (Hons) MRICS Co Head of Central London Valuations RICS Registered Valuer

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20 December 2024

3 Minster Court Unit Trust (Trustee 1) Limited & 3 Minster Court Unit Trust (Trustee 2) Limited as Trustees of 3 Minster Court Unit Trust
22 Grenville Street
St Helier
Jersey JE4 8PX
Jersey

Dear Sir/Madam,

Valuation of Minster Building, 21 Mincing Lane, London, EC3R 7AG as at 20 December 2024

In accordance with your instructions, we provide an Executive Summary of the valuation dated 20 December 2024 (the "Valuation Report") of the Long Leasehold asset, Minster Building, 21 Mincing Lane, London, EC3R 7AG, (the "Property") owned by 3 Minster Court Unit Trust (Trustee 1) Limited & 3 Minster Court Unit Trust (Trustee 2) Limited as Trustees of 3 Minster Court Unit Trust ("3 Minster Court Unit Trust"). This Executive Summary Report ("Executive Summary") has been prepared for financial reporting purposes and the incorporation into the in the offeree circular (the "Offeree Circular") to the unitholders of Suntec Real Estate Investment Trust. We confirm that the Valuation Report and Executive Summary can be relied upon (subject to aggregate liability cap) by HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Suntec Real Estate Investment Trust and ESR Trust Management (Suntec) limited as manager of Suntec Real Estate Investment Trust.

Status of the Valuer

The Report has been prepared by Colliers International Property Consultants Limited ("Colliers") who are acting as External valuers. You are aware that Colliers are familiar with the property, having carried out valuations for financial reporting purposes since 2023. The most recent valuation was provided as at 20 December 2024, being an addendum to the previous valuation as at 31 October 2024. We are not aware of any conflicts of interest which would preclude us from undertaking the Valuation.

The property has been valued by Martyn Munford MRICS and Alistair Johnstone MRICS, who are both Valuers registered in accordance with the RICS Valuer Registration Scheme (VRS).

We confirm that we have inspected the property, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing our opinion of the value.

We have relied on and reviewed the below information in preparing our Valuation Report and Executive Summary which has been provided to us by ESR Europe Asset Management LLP:

- EPC Certificates
- Headlease prepared by Clifford Chance and dated 24 October 1990
- Headlease Deed of Variation dated 09 January 2017

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- Area Measurement Report prepared by Plowman Craven and dated December 2020
- Certificate of Title prepared by Herbert Smith Freehills LLP and dated 2021, reference number 17336/2682/31042603
- Lease for the 5th floor prepared by Herbert Smith Freehills and dated 06 February 2023
- Rent Review Memorandum for Charles Taylor on 1st floor dated 13 October 2023
- 2025 Service Charge Budget
- Deed of Variation for pt 3rd floor prepared by Herbert Smith Freehills and dated 25 August 2023
- Underlease for part ground and upper ground floors, prepared by Herbert Smith Freehills and dated 10 July 2024
- Rent Review Memorandum for Tower Research on pt 4th floor dated 14 March 2024
- Heads of Terms for 6th floor (Ardonagh) prepared by BH2 and dated 01 July 2024
- Tenancy Schedule prepared by ESR and provided to us on the 09 September 2024

This report is a condensed version of our Valuation Report as at 20 December 2024, which is an Executive Summary of our full valuation report as at 31 October 2024, dated 29 November 2024.

Basis of Valuation

The values stated in this report represent our objective opinion of **Market Value** and **Market Rent** as at the Date of Valuation in accordance with the definition and supporting commentary as set out in the RICS Valuation – Current Edition.

Market Value is defined as follows:

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

No allowance has been made for either the costs of realisation or for taxation which might arise on a disposal. Our values are, however, net of purchaser's costs.

Market Rent is defined as follows:

'The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.'

We note that our full valuation report was provided on the basis of **Fair value**, which according to the definition adopted by the International Accounting Standards Board (IASB) in IFRS 13 is as follows:

The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.'

The objective of a Fair Value measurement is to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the

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measurement date under current market conditions. The references in IFRS 13 to market participants and a sale make it clear that for most practical purposes the concept of Fair Value is consistent with that of Market Value, and so there would ordinarily be no difference between them in terms of the valuation figure reported.

General and Special Assumptions

Other than as noted during our inspection of the Property, we have formed the opinion that the subject property is in generally good condition, commensurate with its age, nature and use. Unless any defects have been identified to us, we have made the assumption that there are no major wants of repair and that all services are functioning.

We have not carried out any building surveys, environmental assessments, geological surveys or other investigations into ground and site conditions and have assumed that no major defects or adverse conditions exist.

We have made a general assumption that the Property is not adversely affected by flooding, or at risk from Radon gas.

Title & Tenure

We have been provided with a Certificate of Title prepared by Herbert Smith Freehills LLP and dated 2021, which confirms that the subject property is held on a Long Leasehold under title number NGL673556. It is held for a period of 999 years from 24 October 1990 (964.84 years unexpired). There is no principal rent payable under the lease. The Estate Service Charge, interest on arrears (at a rate of 4% above the base rate of Midland Bank Plc on monies unpaid for more than 10 working days after the due date) and any costs and expenses of the Landlord with breach of any of the Tenant's covenants in the Lease are reserved as rent.

Special Remarks

In line with your instructions, we have also prepared our valuations assuming the properties are held in a Special Purpose Vehicle (SPV) that is structured in such a way that it would not be subject to stamp duty land tax (SDLT) payments in the event of a transfer of the asset between market participants.

Therefore, you instruct us prepare the valuations on the following assumptions:

- 1. The property is held within an SPV and no stamp duty is payable.
- 2. Any hypothetical vendor or purchaser would be domiciled and incorporated in a way that they could fully benefit from the SPV. We will not reflect any alternative or local taxation rules that could be applicable.
- 3. The SPV contains no onerous liabilities or obligations which would have a detrimental impact on the property valuations.

We draw your attention to the possibility that the tax treatment of SPV structures that exist today could be subject to policy changes in the future. In the event that market participants could not benefit from the SPV structure then full SDLT may be payable at the prevailing rate. This would be reflected in the

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Market Value. Likewise, should the property transfer take place outside of the SPV 'wrapper' then the purchaser would be liable to pay SDLT.

Investigations

The subject property was inspected internally and externally by Martyn Munford MRICS, Alex Erdos MRICS and Hedwig Karls MRICS on 18 September 2024.



Executive Summary

Property Address	Minster Building, 21 Mincing Lane, London, EC3R 7AG	
Registered Owner	3 Minster Court Unit Trust (Trustee 1) Limited & 3 Minster Court Unit Trust (Trustee 2) Limited as Trustees of 3 Minster Court Unit Trust	
Inspection Date	18 September 2024	
Location	The subject property is situated within the EC3 postcode, and is bordered by Mincing Lane to the east, Great Tower Street to the south, Fenchurch Street to the north, and Mark Lane to the west. The property occupies a prominent location and benefits from good transport links and excellent views over a number of notable landmarks including the River Thames, The Shard and the City tower cluster.	
Description	Minster Building is a mixed-use building and forms part of the Minster Court Estate. Originally built in 1990, the building underwent extensive refurbishments, completed in 2018 by Buckley Gray Yeoman. It provides 295,876 sq. ft. of office, retail and ancillary accommodation over the basement, lower ground, upper ground and seven upper floors	
Property type	Commercial (Office & Retail)	
Net Internal Area (sq ft)	295,876 sq. ft.	
Tenure	The subject property is held on a Long Leasehold under title number NGL673556. It is held for a period of 999 years from 24 October 1990 (964.84 years unexpired).	
Number of tenants and occupancy rate	12 office and 3 retail/leisure tenants. There are 2 units which are currently vacant including 6 th floor and ground floor café totalling 27,128 sq ft which is 9.17% of the net internal area. The occupancy rate is 90.83%.	
WAULT to break	7.20 years	
WAULT to expiry	7.67 years	
% Vacant by area	27,128 sq ft (9.17%)	
Gross rental income	£12,893,115 per annum (£43.58 per sq ft)	
Net rental income	£12,307,853 per annum	
Contracted Income	£16,444,657 per annum (£55.58 per sq ft)	
Market Rent	£17,149,952 per annum (£57.96 per sq ft)	

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Valuation Methodology	 In valuing the subject property, we have used the Investment valuation method. In determining our opinion of value we have had primary regard to the Initial and Equivalent yield, as well as the capital value per sq. ft.
Market Value	£269,100,000 (Two Hundred and Sixty-Nine Million, One Hundred Thousand Pounds)
Capital Value Rate (Net Internal Area)	£910 per sq ft
Date of valuation	20 December 2024
Net initial yield (day one)	4.28%
Running (Dec 2026)	5.57%
Equivalent yield	5.64%
Reversionary yield	5.97%
Market Value on the Assumption that the Property is Held in a Corporate Structure where Nil Stamp is Payable (1.80% purchasers' costs)	£282,300,000 (Two Hundred and Eighty-Two Million, Three Hundred Thousand Pounds)
Capital Value Rate(Net Internal Area) on the Assumption that the Property is Held in a Corporate Structure where Nil Stamp is Payable (1.80% purchasers' costs)	£954 per sq ft
Strengths	 Well located in the City of London, benefiting from excellent views over the River Thames, The Shard and the City tower cluster. Good transport links, lying within 1 Kilometre of 8 stations. Medium-term income with a WAULT of 7.20 years to lease breaks and 7.76 to lease expiry. 90.67% of the income is secured by tenants that would be perceived in the investment market as 'strong' or 'undoubted' covenant tenants. The large floor plates provide good levels of natural light. The property is almost fully let with good tenant demand for accommodation within the building.
Weaknesses	 Limited investment demand for large lot sizes. Long Leasehold tenure, it is held for a period of 999 years from 24 October 1990 (964.84 years unexpired), which may deter some investors
Opportunities	 Let the vacant office space at our opinion of Market Rent. Regear, renew leases to provide longer unexpired term at the property.
Threats	Tenant default.
Sustainability	• The subject property currently does not benefit from an ESG certification at present, however, benefits from strong sustainability features including maintained high air quality, a green cleaning program, green electricity, thermal control for all occupiers, and an opportunity to be involved in the community

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Key issues / risks	 We draw your attention to the ongoing macro-economic uncertainty as a result of domestic and global inflation, interest rate fluctuations, currency variations and geopolitical events in Ukraine (Russo-Ukrainian conflict) and more recently the Gaza Strip (Israeli-Hamas conflict), all of which continue to have a detrimental impact on many parts of the UK's residential and commercial real estate markets. During periods of increased uncertainty therefore, customer and investor demand may be subject to sudden changes. For commercial markets, these increased pressures have contributed to the pricing corrections seen over 2023/24 with polarised performance results for different commercial property types. Trading volumes remain low generally (albeit increasing) with interest rates and weaker occupational demand in those sectors facing structural pressures weighing on investor activity. Improvement in activity levels are expected gradually as investors rebalance portfolios in order to take advantage of price rebasing The impact of the above uncertainty on all property rental and capital values continues to crystallise. Whilst the direction of change may have returned to positive movements in certain asset classes, there remains a general sector risk in the event of negative economic activity or inflation data. You should note that the findings set out in this report are only valid as at the valuation date. Where appropriate therefore, we would recommend that the valuation is closely monitored given current market volatility.

Market Value

We are of the opinion that the Market Value as at 20 December 2024 is:

£269,100,000 (Two Hundred and Sixty-Nine Million, One Hundred Thousand Pounds).

Our opinion of the Market Value reflects a capital value of about **£910 per sq. ft** on the total net internal area and the following yield profile, after deducting standard purchaser's costs of 6.80%:

Yield	Annually in Arrears
Initial Yield	4.28%
Equivalent Yield	5.64%
Running (Dec 2026)	5.57%
Reversionary Yield (Nov 2042)	5.97%

Market Value On the Assumption that the Property is Held in a Corporate Structure where Nil Stamp is Payable

We are of the opinion that the Market Value of the subject property on the assumption that the property is held in a corporate structure where nil stamp is payable as at 20 December 2024 is:

£282,300,000 (Two Hundred and Eighty-Two Million, Three Hundred Thousand Pounds)

Our opinion of Market Value reflects a capital value of about £954 per sq. ft on the total net internal area and reflects the following yield profile, after the deduction of purchaser's costs of 1.80%.

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Yield	Annually in Arrears
Initial Yield	4.28%
Equivalent Yield	5.64%
Running (Nov 2027)	5.57%
Reversionary Yield (Nov 2042)	5.97%

Liability

To the fullest extent permitted by law and regulation relating to the Offeree Circular to unitholders of the Suntec REIT. Colliers excludes all liability arising from use of or reliance on its Valuation by any person other than the Addressee of the Valuation for any purpose whatsoever.

For the avoidance of doubt, this Report is provided by Colliers International Property Consultants Limited and no partner, member or employee assumes any personal responsibility for it nor shall owe a duty of care in respect of it.

We confirm that Colliers holds sufficient Professional Indemnity Insurance in respect of this Valuation Report, and that the aggregate of our liability is limited to the lesser of £20,000,000 (Twenty Million Pounds) and 25% of the Market Value in accordance with the instruction letter.

This clause shall not exclude or limit our liability for actual fraud and shall not limit our liability for death or personal injury caused by our negligence.

Publication and Reliance

This Report and Valuation is issued solely for the use of the Addressee as agreed within the terms of engagement, for the specific purpose to which it refers. We do not accept any responsibility or liability in respect of any third parties for the whole or any part of its contents, even if a third party meets the whole or any part of the costs of this Instruction, or is permitted to see a copy of our Report and Valuation.

We acknowledge that this report has been prepared for the incorporation into the Offeree Circular to the unitholders of the Suntec REIT.

Neither the whole nor any part of this valuation, nor any reference thereto, may be included in any other published document, circular offer document or statement or disclosed in any way without our previous written consent to the form and context in which it may appear. Such consent is required whether or not Colliers International Property Consultants Limited is referred to by name and whether or not the contents of our Report and Valuation are combined with others. The granting of such consent will be at our sole and absolute discretion and, if given, will be on condition of the named recipient signing a non-reliance letter, and may be subject to an additional fee.

For the avoidance of doubt, this Report and Valuation is provided by Colliers International Property Consultants Limited and no partner, member or employee assumes any personal responsibility for it nor shall owe a duty of care in respect of it.

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It shall not be published, in full or in part, other than as stated above or with prior written consent from Colliers, the form and context of which shall be subject to our written approval.

Yours faithfully

H. Munford

Martyn Munford BSc (Hons) MRICS Co-Head of Central London Valuations RICS Registered Valuer

Colliers International Property Consultants Limited

Alistair Johnstone BSc (Hons) MRICS Co-Head of Central London Valuations RICS Registered Valuer

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