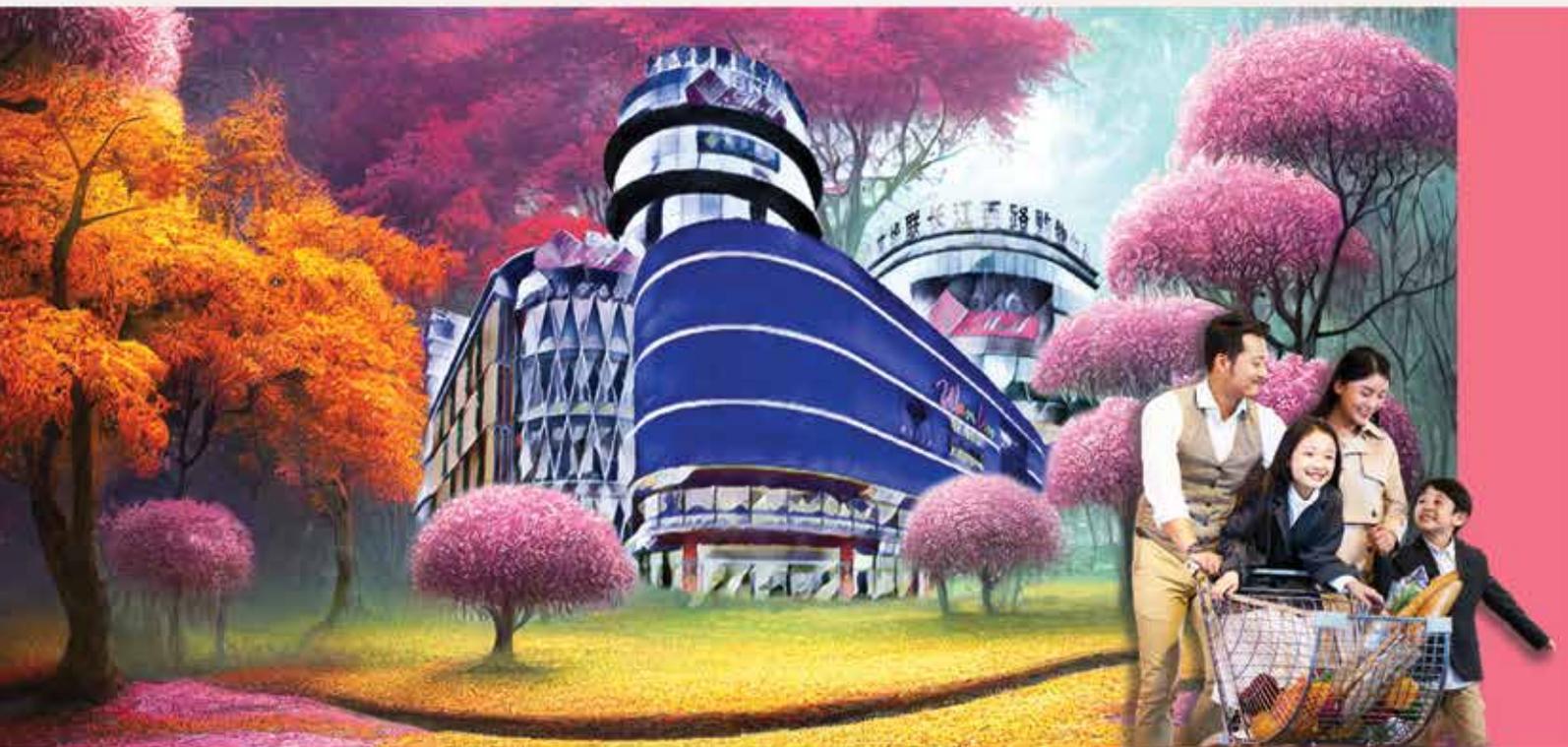




ANCHORING FOUNDATION STAYING FOCUSED

BHG RETAIL REIT
Annual Report 2024

This portion of artwork is contributed by Mr Muhd Saifudeen from Muscular Dystrophy Association (Singapore)



BHG RETAIL REIT

has grown steadily on the back of astute investment focus: good quality income-generating retail assets in China's high-growth neighbourhoods.

Poised to capitalise on the steady rise of a consumer segment that clamours for good retail spaces and compelling retail experiences, we aspire to grow with our markets – creating desirable retail destinations, building strong tenant relationships and bringing lasting benefits to our communities.

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Our Vision

A successful and sustainable real estate investment trust with a portfolio of quality, income-producing retail properties that are well-managed.

Our Mission

To deliver regular and stable distributions to our Unitholders, creating value by enhancing our properties through asset management strategies and expanding our portfolio through yield-accretive acquisitions, while working to contribute to the communities we operate in.

Singapore's First Pure-Play China Retail REIT Sponsored by a China-Based Group

CORPORATE PROFILE

Listed on SGX-ST, BHG Retail REIT has a diversified portfolio of six retail properties strategically located in major cities in China, namely Beijing, Chengdu, Hefei, Xining and Dalian.

As of 31 December 2024, BHG Retail REIT's portfolio comprises:

1. 60.0% interest in Beijing Wanliu (北京华联万柳购物中心) in Beijing
2. Chengdu Konggang (北京华联成都空港购物中心) in Chengdu, Sichuan Province
3. Hefei Mengchenglu (北京华联合肥蒙城路购物中心) in Hefei, Anhui Province
4. Hefei Changjiangxilu (北京华联合肥长江西路购物中心) in Hefei, Anhui Province
5. Xining Huayuan (北京华联西宁花园店) in Xining, Qinghai Province
6. Dalian Jinsanjiao (北京华联大连金三角店) in Dalian, Liaoning Province

BHG Retail REIT's asset portfolio consists of community focused retail properties situated in high population density areas frequented by growing middle class professionals and families. Designed as lifestyle destinations, each multi-tenanted mall features a compelling mix of shopping, dining, education and entertainment establishments.

BHG Retail REIT is managed by BHG Retail Trust Management Pte. Ltd. (the "**Manager**"), an indirect wholly-owned subsidiary of Beijing Hualian Department Store Co., Ltd. (北京华联商厦股份有限公司) (the "**Sponsor**"). The Sponsor and Beijing Hualian Life Supermarket Co., Ltd. (北京华联生活超市) are part of Beijing Hualian Group Investment Holding Co., Ltd. (北京华联集团投资控股有限公司), one of China's largest retail enterprises with more than 20 years of retail operating experience.



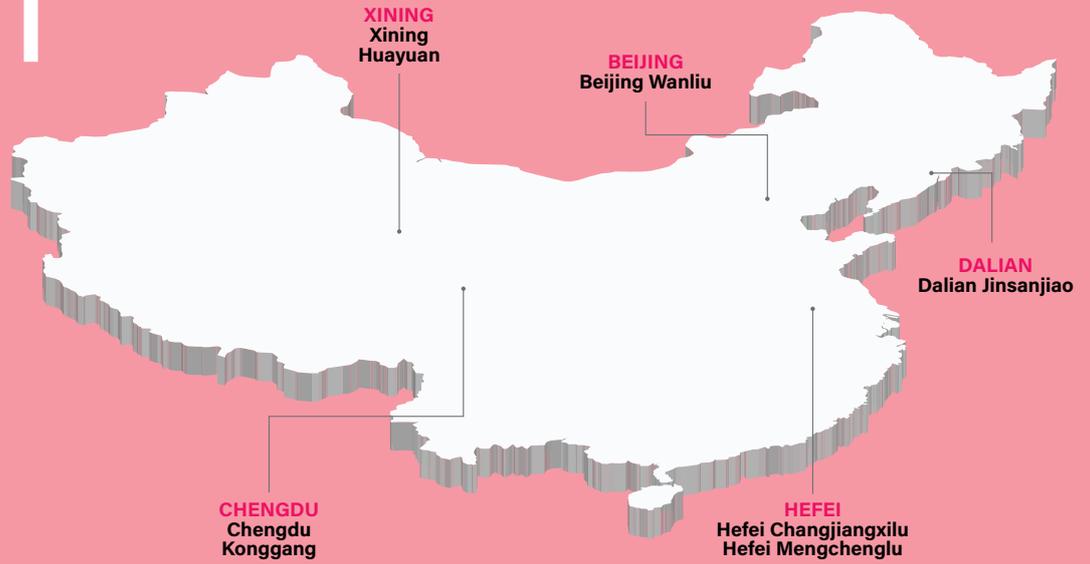
Property Portfolio

311,691

GROSS FLOOR AREA (sqm)

6

STRATEGICALLY LOCATED PROPERTIES



Multi-Tenanted



Beijing Wanliu

Hefei Mengchenglu

Chengdu Konggang

Hefei Changjiangxilu

Master-Leased



Xining Huayuan

Dalian Jinsanjiao

Key Highlights

YEAR ENDED 31 DECEMBER 2024



GROSS REVENUE

S\$61.0
MILLION

NET PROPERTY INCOME

S\$32.8
MILLION



PORTFOLIO
COMMITTED
OCCUPANCY

95.8%

AMOUNT TO BE DISTRIBUTED TO UNITHOLDERS^{1,2}

S\$2.6 MILLION



GEARING⁴

39.6%

DISTRIBUTION
PER UNIT¹

0.50
SINGAPORE CENTS

+16.3%
year-on-year

INDEPENDENT VALUATION³

As at 31 December 2024

RMB4,729 MILLION

+0.1%
year-on-year



¹ For the FY 2024 approximately S\$0.3 million of the amount available for distribution has been retained for operational expenses and working capital requirements of the REIT.

² Higher year-on-year mainly due to lower financial cost.

³ Based on independent valuation from Knight Frank Petty Limited as at 31 December 2024.

⁴ Based on total loans and borrowings principal attributable to Unitholdings divided by total assets attributable to Unitholders.

Year At A Glance

2024

FEBRUARY

FY 2023 Results Announcement

- Gross Revenue of S\$62.0 million
- Strong Occupancy Rate of 95.6%
- Portfolio Valuation up 0.4%
- Retirement of Mr Ben Yeo Chee Seong from the Board
- Appointment of Mr George Quek Meng Tong to the Board

APRIL

FY 2023 Annual General Meeting

The Global CSR & ESG Awards FY 2024

- BHG Retail REIT received three awards at The Global CSR & ESG Awards 2024. The REIT was conferred the Platinum Award for 'Best Corporate Communications and Investor Relations', the Gold Award for 'Best CEO' and the Silver Award for 'CSR & ESG Leadership' categories.

MAY

1Q 2024 Business Updates

- Committed occupancy rate remains healthy at 95.6%

REITs Symposium 10 Anniversary 2024 Panel Presentation And Exhibition Booth

AUGUST

1H 2024 Results Announcement

- Gross Revenue of S\$31.3 million
- Healthy Portfolio Occupancy Rate of 96.8%

CGS International Securities Webinar

Phillip Securities Webinar



OCTOBER

The Asia Pacific Best of The Breeds REITs Awards 2024

- BHG Retail REIT was conferred two awards at The Asia Pacific Best of the Breeds REITs Awards 2024, specifically the Platinum Award in the 'Best Retail REIT (for companies with less than US\$500 million in market capitalization)' category and the Gold Award in the 'Best Investor Relations (for companies with less than US\$500 million in market capitalisation)' category.

SGX Family Office Panel Presentation

NOVEMBER

3Q 2024 Business Updates

- Committed occupancy rate remains healthy at 96.6%

Retail Asia Summit Keynote Speaker and Panel Presentation 2024

NOVEMBER

Retirement of Mr. Francis Siu Wai Keung and Mr. Lau Teck Sien from the board

Appointment of Mr. Gan Chee Yen and Mr. Ong Tze Guan to the Board

2025

FEBRUARY

FY 2024 Results Announcement

- Gross Revenue of S\$61.0 million
- Healthy Occupancy Rate of 95.8%
- Portfolio Valuation up 0.1%



ANCHORING ON OUR COMMITMENT

We remain committed to deliver sustainable value to stakeholders by optimising our portfolio through proactive asset and capital management and tenant rebalancing initiatives that will enhance our adaptability and create diversified income streams.



This portion of artwork is contributed by Mr Muhd Saifudeen from Muscular Dystrophy Association (Singapore)



Letter to Unitholders

Dear Unitholders,

On behalf of the Board of Directors and the management team of BHG Retail Trust Management Pte. Ltd. (as Manager of BHG Retail REIT (the “REIT”) or the “Manager”), we are pleased to present BHG Retail REIT’s annual report for the financial year ended 31 December 2024 (“FY 2024”).

In 2024, China's economy grew by 5.0%. To support the economy, Chinese regulators have introduced measures to boost domestic demand and drive consumption, alongside more proactive fiscal and monetary policies. The Manager’s proactive portfolio management efforts played a key role in ensuring the stability of BHG Retail REIT’s portfolio in the demanding environment. Despite these challenges, the REIT’s portfolio of high-quality assets continued to demonstrate stability. Occupancy rates remained healthy at 95.8%, with a weighted average lease expiry of 3.0 years (by Gross Rental Income) and 5.1 years (by Net Lettable Area). In Renminbi terms, the portfolio valuation rose by 0.1% year-on-year, underscoring its fundamental strength.

The total amount available to be distributed to the unitholders of the REIT in FY 2024 was S\$2.6 million. The amount available for distribution is higher compared to the corresponding period last year due to the lower financing cost. BHG Retail REIT reported a distribution per unit of 0.50 Singapore cents for FY 2024.

PRUDENT CAPITAL MANAGEMENT DESPITE CHALLENGING BUSINESS ENVIRONMENT

As at 31 December 2024, BHG Retail REIT maintained a stable gearing ratio of 39.6%, providing a comfortable debt headroom to support potential acquisition opportunities. Total borrowings aggregated to S\$300.3 million, with over 80% denominated in Singapore dollars and the remainder in Renminbi.

To mitigate foreign exchange risks, the REIT relies on the natural hedge provided by its Renminbi-denominated debt, which aligns with a matching revenue stream. Additionally, approximately 50%

of the REIT’s offshore syndicated debt has been converted from floating to fixed interest rates through interest rate swap instruments. This proactive strategy mitigates interest rate volatility, enhancing financial stability.

PROACTIVE ASSET MANAGEMENT

The REIT’s portfolio of quality retail assets continue to demonstrate resilience in FY 2024. As at 31 December 2024, the REIT’s independently appraised portfolio valuation stood at RMB 4,729.0 million, representing an increase of RMB 6.0 million (0.1%) compared to the valuation of RMB 4,723.0 million as at 31 December 2023. This modest growth underscores the portfolio’s fundamental strength and stability. The Manager’s proactive asset management strategy has further reinforced the REIT’s performance, maintaining a healthy portfolio occupancy rate of 95.8% as at 31 December 2024. Healthy retention rates were also achieved, reflecting the enduring appeal of the REIT’s assets to tenants and its ability to deliver consistent value.

With the ideal goal of building our malls into lifestyle destinations of choice, the Manager sought out opportunities to improve the overall experience and appeal of our assets to shoppers and tenants in FY 2025. This dedication was exemplified by the revitalisation of Chengdu Konggang in 2024, which included the successful unveiling of its basement. This initiative yielded encouraging results, as interactive campaigns, influencer collaborations, and strategic localized advertising drove a notable increase in foot traffic and sales. Chengdu Konggang continues to serve as a key community hub, supported by its diverse offerings and an ongoing focus on adapting strategies to deliver sustained value to shoppers and tenants.

In FY 2024, the REIT also actively engaged shoppers and local communities through a series of vibrant marketing activities, aligned with improving consumer sentiments. Highlights included the Summer Cooling Festival at Beijing Wanliu, the Watermelon Eating Competition at Chengdu Konggang, and Chinese cultural activities alongside K-pop dance events at Hefei Changjiangxilu, among others. These initiatives fostered a lively and engaging atmosphere across our malls.

“
**With prudence, expertise and
commitment of the Manager,
we are confident that BHG Retail REIT
will continue to position itself as an
attractive yield-play investment, and
deliver long-term sustainable growth
to our Unitholders.**”



Left
Mr Gan Chee Yen
Chairman

Right
Ms Chan Iz-Lynn
Chief Executive Officer

Letter to Unitholders

To further enhance the vibrancy of our tenant mix, we refreshed our tenant line-up that resonate with evolving consumer preferences. Working closely with our existing tenants, we curated satisfying and engaging retail experiences. As part of the tenancy rejuvenation efforts in FY 2024, a wide range of popular F&B, retail, and lifestyle brands were introduced. Notable additions included Vivo Mobile at Chengdu Konggang, Liu Nian Xing Xiang Hair Salon at Hefei Mengchenglu, and Wang Ji Beef Noodles at Hefei Changjiangxilu. These experiential retail offerings have strengthened the appeal and relevance of our malls to shoppers.

ADVANCING ON OUR SUSTAINABILITY REPORTING

The Manager remains committed to advance its efforts in sustainability and good corporate governance practices. In line with the updates in the GRI Standards 2021, we have integrated consideration of our impact on human rights since 2022. The REIT, under the oversight of the Board, refreshed the materiality of its Environment, Social and Governance (“**ESG**”) issues in 2022 and has also taken steps to align this year’s reporting with the recommendations of the Task Force on Climate-related Financial Disclosures (“**TCFD**”) on GHG Scope 1 (direct) emission.

We believe that ethical business practices and sound corporate governance are vital for our long-term sustainable growth. The Manager’s efforts in driving sustainability, good corporate governance practices, and proactive communication with investors has resulted in BHG Retail REIT being awarded three awards at The Global CSR & ESG Awards 2024™, namely the Platinum award for ‘Best Corporate Communications and Investor Relations

Team’, and Gold award for ‘Best CEO’, as well as the Silver award for ‘CSR & ESG Leadership.’

In keeping with Beijing Hualian Group’s community-focused philosophy, BHG Retail REIT continues to support and make a positive impact on the communities we serve. In FY 2024, the Manager and our retail malls organized various community engagement activities, including children’s basketball sessions and art & craft events. Additionally, the REIT Manager visited the Save Our Street Dogs (SOSD) Dog Shelter in Singapore, spending an afternoon engaging in games and interacting with the dogs, bringing joy to both the participants and the animals.

We remain committed to fostering the well-being of the communities where we operate, while driving responsible business growth. We continue to pursue excellence, focusing on material ESG topics to create a lasting positive impact on the environment and society.

LOOKING AHEAD

China’s gross domestic product (“**GDP**”) for 2024 increased 5.0% year-on-year to RMB 135.0 trillion, broadly in line with market consensus of 4.9% expansion. Disposable income per capita of urban residents grew 4.6% year-on-year in 2024 while retail sales of consumer goods increased 3.5% year-on-year.

The International Monetary Fund (IMF) raised its China’s GDP outlook for 2025, revising it from 4.5% in October 2024 to 4.6% in January 2025. This revision reflects carryover from 2024 and the fiscal package announced in November largely offsetting the negative effect on investment from heightened trade policy uncertainty and property market.

Our quality portfolio of retail malls, strategically located in high population density neighborhoods, is well-positioned to capitalize on China's economic recovery and the growing needs of the rising middle-income population. By delivering a quality lifestyle experience, we remain committed to meeting the evolving preferences of our shoppers.

The Manager will continue to focus on enhancing the vibrancy of our malls by refreshing the tenant mix with offerings that resonate with our shoppers. At the same time, we will maintain a prudent approach to capital management and actively seek accretive acquisition opportunities. These efforts ensure that BHG Retail REIT remains an attractive, long-term yield-play investment for our unitholders, while driving sustainable growth.

ACKNOWLEDGEMENTS

We extend our heartfelt gratitude to our fellow Board members for their invaluable leadership and guidance over the years, as well as to BHG Retail REIT's management and staff for their unwavering dedication and commitment. Their collective efforts have been instrumental in driving the REIT's sustained success and resilience in a dynamic operating environment.

We also take this opportunity to express our deepest appreciation to three esteemed members of the Board who retired during the year. Mr. Ben Yeo Chee Seong retired on 11 February 2024, having completed nine years of dedicated service as an Independent Non-Executive Director. His insights and commitment have been invaluable to the organization. We extend our gratitude to Mr. Yeo and warmly welcome his successor, Mr. George Quek Meng Tong.

On 11 November 2024, we also bid farewell to Mr. Francis Siu Wai Keung and Mr. Lau Teck Sien, who both completed nine years of distinguished service. As Chairman of the Board, Chairman of the Audit and Risk Committee, and a member of the Nominating and Remuneration Committee, Mr. Siu provided strong leadership and played an integral role in upholding governance excellence. Mr. Lau, as Chairman of the Nominating and Remuneration Committee and a member of the Audit and Risk Committee, contributed significantly to strengthening the governance framework and supporting the company's long-term growth. Their dedication and contributions have left a lasting impact on the REIT, and we sincerely thank them for their service.

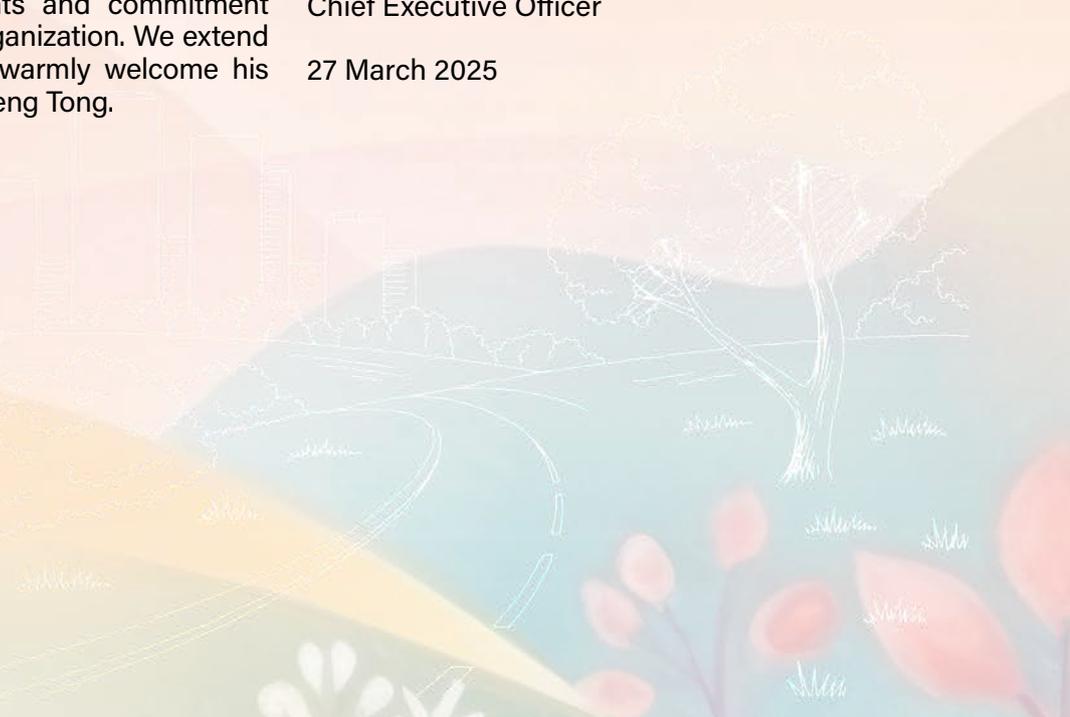
We are pleased to welcome Mr. Gan Chee Yen and Mr. Ong Tze Guan to the Board. Their extensive experience and strategic expertise will enhance our leadership as we continue to drive sustainable growth and create long-term value for our stakeholders.

Lastly, we would like to express our sincere gratitude to our Unitholders, tenants, shoppers, and business partners for their unwavering support and confidence. Together, we remain committed to capturing and delivering value to our stakeholders as we advance on our growth journey.

MR GAN CHEE YEN
Chairman

MS CHAN IZ-LYNN
Chief Executive Officer

27 March 2025



致信托单位 持有人之信函

尊敬的信托单位持有人，

我们很荣幸代表北京华联商业信托管理有限公司(作为北京华联商业信托管理人,以下简称“管理人”)的董事会及管理层,公布北京华联商业信托(以下简称“本信托”)的2024财政年度(以下简称“2024财年”)业绩报告。

2024年,中国经济同比增长达5.0%。为提振经济,中国监管部门出台了一系列提振内需、促进消费的政策,并实施了更积极的财政与货币政策。在充满挑战的环境中,管理人采取积极的资产组合管理策略,确保了本信托资产组合的稳定性。尽管面临诸多挑战,本信托优质资产组合仍持续展现出弹性。出租率保持在95.8%的健康水平,以总租金收入计算的加权平均租赁期为3.0年,以净可出租面积计算为5.1年。以人民币计算,资产组合估值同比增长0.1%,展现了其坚实的基本面。

2024财年本信托向信托单位持有人派发的金额为260万新元。由于融资成本降低,本财年可派发金额较去年同期有所提高。本信托公布的2024财政年每单位派息为0.0050新元。

充满挑战商业环境下的审慎资本管理

截至2024年12月31日,本信托负债率维持在39.6%的稳定水平,为任何潜在的收购性增长

保留了充裕的负债空间。已提取的借贷总额为3.003亿新元,其中80%以上是以新元计值的借款,其余部分是以人民币计值。

为降低外汇风险,除了以人民币计值债务为匹配收入来源进行自然对冲外,本信托约50%的境外银团债务已通过利率掉期,将浮动利率转换成固定利率进行对冲,从而减轻了利率波动产生的影响。提升了财务稳定性。

积极的资产管理

本信托的优质资产组合在2024财年仍持续展现出弹性。经独立机构评定,截至2024年12月31日,本信托旗下商场的估值总额为47.29亿元人民币,同比2023年12月31日47.23亿元人民币的独立估值结果提升600万元人民币(0.1%)。展现了其坚实的基本面与稳定性。此外,管理人的积极资产管理策略进一步巩固了本信托的表现,截至2024年12月31日出租率保持在95.8%的健康水平。同时,本信托租户续约率表现良好,体现了旗下商场对租户的持续吸引力以及稳定创造价值的能力。

为将旗下商场打造成消费者首选零售目的地这一目标,管理人在2025财年将继续提升资产对消费者与租户的吸引力。例如,2024年成都空港项目的焕新改造,包括地下商业区的成功开业,通过互动营销、网红合作及本地化广告策略显著

“我们的优质资产组合位于人口密集的战略位置，将充分受益于中国经济复苏和中产群体消费持续增长”

提升了客流量与销售额。成都空港凭借多元化业态及灵活运营策略，持续巩固其社区枢纽地位。在2024财年，本信托通过一系列与消费复苏趋势契合的营销活动积极联结消费者与社区，包括北京万柳“夏日清凉节”、成都空港“吃西瓜大赛”、合肥长江西路“传统文化与韩流舞蹈”等活动，为商场注入了活力。

为进一步加强商场业态组合活力，我们持续引入契合消费趋势的新品牌，并与现有租户紧密合作，提供富有吸引力的零售体验。2024年，我们引进了一系列受欢迎的餐饮、零售及生活方式品牌，包括成都空港广场的Vivo手机专卖店、合肥蒙城路的流年形象美发沙龙，以及合肥长江西路的王记牛肉面等优质租户。这些体验式的零售进一步加强了购物中心对顾客的吸引力。

推进可持续发展报告

管理人将继续致力于推进本信托在可持续发展和良好公司治理实践方面的努力。为了配合2021年GRI标准的更新，我们在2022年纳入了对人权影响的考量。在董事会的监督下，本信托继续更新了其在环境、社会和治理（简称“ESG”）等主题上的重要性原则，同时还采取措施，使今年的报告与气候相关财务信息披露工作组对温室气体排放范围1（直接排放）的建议保持一致。

我们深信，合乎道德的商业行为与健全的公司治理对我们的长期可持续增长至关重要。管理人在推动可持续发展、良好公司治理以及与投资者积极沟通方面所做的努力，使本信托在2024年全球企业社会责任与环境、社会和公司治理颁奖典礼（The Global CSR & ESG Awards 2024™）上赢得荣获三项大奖，分别为“最佳企业沟通与投资者关系团队”白金奖、“最佳首席执行官”金奖，以及“企业社会责任与环境、社会和公司治理领导力”银奖。

秉持北京华联集团以社区为本的核心理念，本信托持续积极回馈社区，力求为社区带来积极影响。2024年，管理人和商场开展了多项企业社会活动。其中包括儿童篮球课程及手工艺活动等。此外，本信託管理人还拜访了Save Our Street Dogs (SOSD) 流浪狗救助中心，参与游戏活动并与狗狗们互动，为社区与动物带去温暖。

展望

2024年中国国内生产总值（“GDP”）同比增长5.0%，达到135.0万亿元人民币，与市场普遍预期的4.9%大致一致。城镇居民人均可支配收入同比增长4.6%，消费品零售总额同比增长3.5%。国际货币基金组织（IMF）于2025年1月将2025年中国GDP增速预期从2024年10月的4.5%上调至4.6%，反映出政策对经济韧性的支撑。

致信托单位 持有人之信函

我们的优质资产组合位于人口密集的战略位置，将充分受益于中国经济复苏和中产群体消费持续增长。管理人将继续通过优化租户业态组合、审慎管理资本、及积极寻求增值收购机会，信托单位持有人创造长期稳定收益。

鸣谢

我们衷心感谢董事会成员多年来的领导与指导，以及北京华联商业信托的管理层和全体员工所作出的奉献和承诺。他们的共同努力对于推动北京华联商业信托在动态运营环境中取得持续成功及保持弹性至关重要。

我们也想借此机会对今年退休的三位尊敬的董事会成员表示最深切的谢意。Ben Yeo Chee Seong 先生于 2024 年 2 月 11 日退休，他已担任独立非执行董事九年。他的洞察力和承诺是无与伦比的。我们向他表示感谢，并热烈欢迎他的继任者郭明忠先生。

2024 年 11 月 11 日，我们也向萧伟强先生和刘德贤先生告别，他们都完成了九年的杰出服务。作为董事会主席、审计和风险委员会主席以及

提名和薪酬委员会成员，萧先生提供了强有力的领导，并在维护卓越治理方面发挥了不可或缺的作用。刘先生作为提名和薪酬委员会主席和审计和风险委员会成员，为加强治理框架和支持公司长期发展做出了重大贡献。他们的奉献和贡献本信托产生了持久的影响，我们衷心感谢他们的服务。

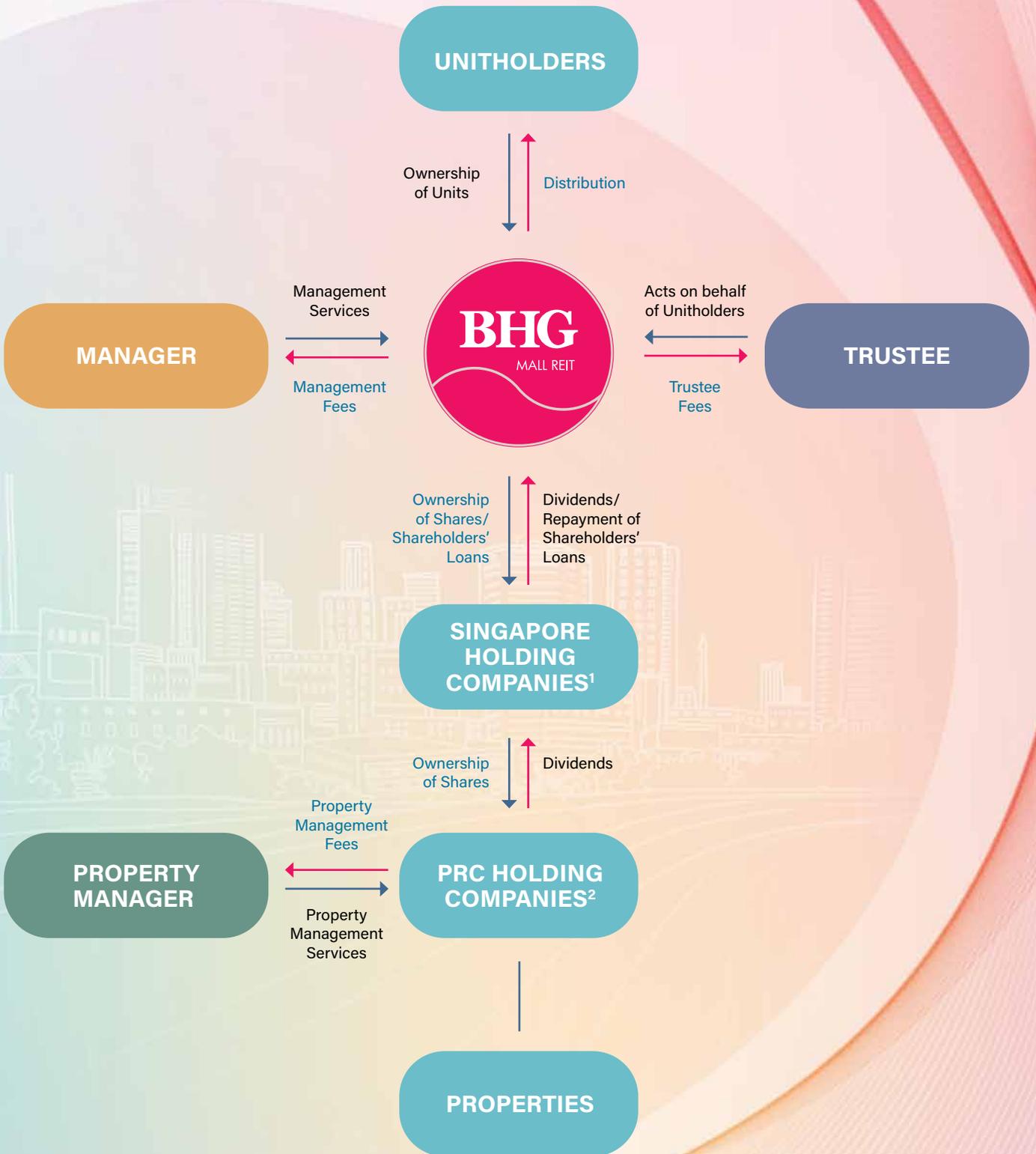
我们很荣幸的欢迎颜志贤先生和王子元先生加入董事会。他们丰富的经验和专业知识将增强我们的领导力，让我们继续推动可持续增长并为利益相关方创造长期价值。

最后，谨向信托单位持有人、租户、购物者以及业务合作伙伴致以诚挚谢意。我们将继续携手共进，为所有利益相关方创造可持续价值。

颜志贤
主席

陈懿璘
首席执行官
2025年3月27日

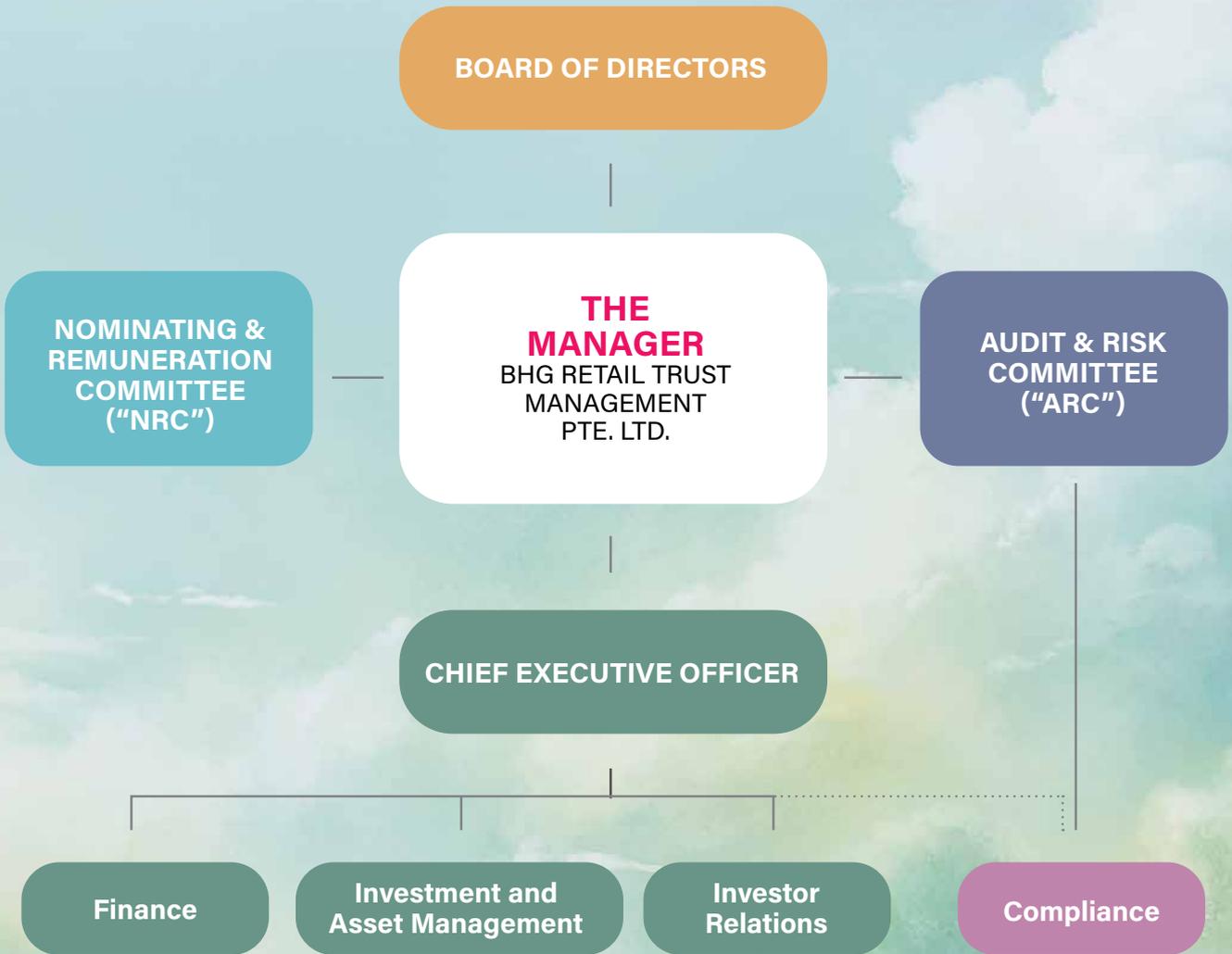
Trust Structure



¹ There are six Singapore Holding Companies, one holding a 60.0% equity interest in the PRC Holding Company and the remaining five each holding 100.0% equity interest in the relevant PRC Holding Companies.

² There are six PRC Holding Companies, each holding one Property.

Organisation Structure



Board of Directors

MR GAN CHEE YEN (65) *Chairman & Independent Director*

Date of first appointment as a director
11 November 2024

Date of last re-election as a director
Nil

Board committees served on

- Audit and Risk Committee (Chairman)
- Nominating and Remuneration Committee (Member)

Present directorships in other listed companies

- Singapore Post Limited

Past directorships in other listed companies over the preceding 3 years

- Nil

Other principal commitments

- Mapletree Japan Investment Country Private Trust
- Singapore Post Limited
- V3 Capital Investments Pte Ltd
- Nomura Singapore Limited
- Heliconia Capital Management Pte Ltd
- Surbana Jurong Private Limited

Background and working experience

- Chairman of V3 Capital Investments Pte Ltd
- Co-President and Executive Director of Pacific International Lines (Private) Limited
- Senior Advisor to V3 Fintech Pte Ltd
- Chief Executive Officer & Executive Director of Fullerton Financial Holdings (International) Pte Ltd
- Co-Chief Investment Officer, Senior Managing Director, Special Projects and Head of China Market at Temasek International Pte. Ltd.
- Chief Financial Officer of Temasek Holdings (Private) Limited

Academic and professional qualifications

- Bachelor of Accountancy, National University of Singapore
- Chartered Accountant (Singapore), Institute of Singapore Chartered Accountants

MR GEORGE QUEK MENG TONG (68) *Independent Director*

Date of first appointment as a director
11 February 2024

Date of last re-election as a director
30 June 2024

Board committees served on

- Audit and Risk Committee (Member)
- Nominating and Remuneration Committee (Chairman)

Present directorships in other listed companies

Nil

Past directorships in other listed companies over the preceding 3 years

Nil

Other principal commitments

- BreadTalk Group Pte. Ltd
- BTG Holding Company Pte. Ltd.
- BTG-WPC Venture Pte Ltd
- Taster Food Pte Ltd
- Taster Food International Pte Ltd
- Pre 7 Pte. Ltd.
- Pre 8 Investments Pte. Ltd.
- JBT (China) Pte Ltd
- Imagine Properties Pte Ltd
- Perennial Tongzhou Development Pte Ltd
- Perennial Tongzhou Holdings Pte Ltd
- Perennial (Chijmes) Pte. Ltd.
- Ground Property Pte Ltd
- Shun Lih Pte. Ltd
- Square Investment Pte. Ltd.
- Piece Investment Pte. Ltd.▪ Bolt Technology Pte. Ltd
- Sky One Art Investment Pte Ltd▪ Dinamic Holdings Pte Ltd

Background and working experience

- Group Managing Director of BreadTalk Group Pte Ltd

Academic and professional qualifications

- Wisconsin International University (Honorary Doctorate of Philosophy in Business of Administration)

Board of Directors

MR ONG TZE GUAN (58)

Independent Director

Date of first appointment as a director

11 November 2024

Date of last re-election as a director

Nil

Board committees served on

- Audit and Risk Committee (Member)
- Nominating and Remuneration Committee (Member)

Present directorships in other listed companies

Nil

Past directorships in other listed companies over the preceding 3 years

Nil

Other principal commitments

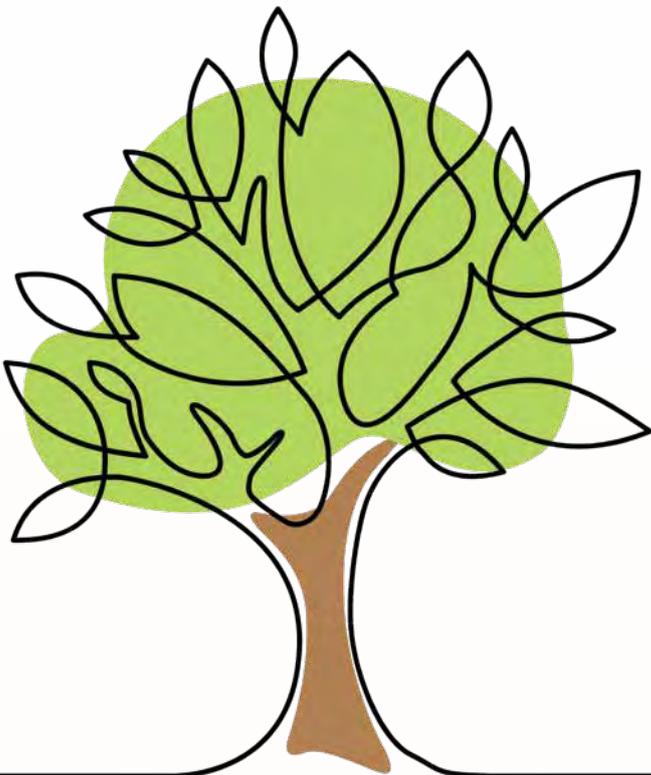
- Emplify Capital Partners Pte Ltd
- H2MO Pte Ltd
- Glowtec Environmental Corporation Pte Ltd
- Maxburgh Holdings Pte Ltd

Background and working experience

- Director of Emplify Capital Partners Pte Ltd
- CEO of H2MO Pte Ltd
- Director of Ong & Ong Group Pte Ltd
- Director of Nanyang International Education (Holdings) Ltd
- CEO of Glowtec Bio Pte Ltd
- CEO of Glowtec Environmental Corporation Pte Ltd
- Director of Ong & Ong Pte Ltd
- CEO of Maxburgh Holdings Pte Ltd

Academic and professional qualifications

- Bachelor of Science, Civil and Structural Engineering, National University of Singapore



MR XIONG ZHEN (50)
Non-Executive Director

Date of first appointment as a director
12 November 2015

Date of last re-election as a director
30 June 2023

Board committees served on
Nil

Present directorships in other listed companies
Nil

Past directorships in other listed companies over the preceding 3 years
Nil

Other principal commitments

- Vice President of Beijing Hualian Group Investment Holding Co., Ltd.

Background and working experience

- General Manager of Beijing Hualian Department Store Co., Ltd.
- Vice General Manager of Beijing Hualian Department Store Co., Ltd.
- Personal Assistant to Chairman of Global Data Solutions Limited
- Personal Assistant to Chairman of Sinar Mas
- Personal Assistant to Chairman of Hong Kong Construction (Holdings) Limited

Academic and professional qualifications

- Auckland Institute of Technology (Master's Degree)
- Shanxi Institute of Finance and Economics (Bachelor's Degree)

MR PENG GE (53)
Non-Executive Director

Date of first appointment as a director
12 November 2015

Date of last re-election as a director
15 June 2022

Board committees served on
Nil

Present directorships in other listed companies
Nil

Past directorships in other listed companies over the preceding 3 years
Nil

Other principal commitments

- Vice General Manager of Beijing Hualian Life Supermarket Co., Ltd.

Background and working experience

- Vice General Manager of Beijing Hualian Department Store Co., Ltd.
- Vice General Manager of Beijing Hualian Hypermarket Co., Ltd.
- General Manager of Beijing Hualian Hypermarket Co., Ltd., South West Regional Office

Academic and professional qualifications

- Hunan Institute of Political Science and Law (Bachelor's Degree)



Management Team

MS CHAN IZ-LYNN

*Chief Executive Officer &
Head of Investor Relations*

Iz-Lynn is the Chief Executive Officer of the Manager. She is responsible for steering BHG Retail REIT's strategic direction alongside the Board, and delivering the overall business plans with the support of the management team.

Prior to driving the REIT's listing, Iz-Lynn headed Beijing Hualian Department Store Co., Ltd's (the "**Sponsor**") Mall Management Operations and was based in Beijing. In this capacity, Iz-Lynn oversaw active mall management of this Shenzhen-listed group's nation-wide portfolio of properties. She was also part of the senior management team responsible for directing the Sponsor's future strategic development.

From 2005 to 2013, Iz-Lynn held various positions in Far East Organization. She was the Assistant Director of the Retail Business Group where her primary responsibility included maximizing the business performance of the flagship asset Orchard Central, while her concurrent role as Vice-President (Retail Consultancy) involved the exploration of international new-to-market brands to the retail portfolio. In the Hospitality Business Group, comprising hotels and serviced residences, she was responsible for the delivery of the business unit's operational and service excellence. During her tenure, Iz-Lynn also concurrently held the position of the Head of Service Quality at the group's corporate level.

Iz-Lynn began her career with Singapore Airlines where she had varied roles which enhanced her exposure to different aspects of airline operations. She became Singapore Airline's first female Station Manager and was entrusted to manage overseas stations' airport operations in Frankfurt, Copenhagen, New York and Hong Kong.

Iz-Lynn holds a Bachelor of Arts (Honours) in English from the University of Leicester, United Kingdom and she completed the General Management Programme at Harvard Business School. Iz-Lynn was also the case protagonist in Harvard Business School Case Study "Iz-Lynn at Far East Organization".

MR VICTOR TEN

Chief Financial Officer

Victor is a seasoned finance professional in corporate management, finance, investment, accounting, and project management. Victor serves BHG Retail REIT and its Manager as Chief Financial Officer ("**CFO**") since 2018. He leads the finance team and maintains oversight on the REIT's financial accounting & reporting, financing, internal controls, treasury, and tax matters. As CFO, he also actively guides the overall operating strategies and processes of the REIT.

Prior to joining the Manager, he served as the Financial Controller of Hyflux Ltd for Middle East and North Africa region, where he oversaw financial, accounting, taxation, cost management and corporate reporting matters for the region's operations.

Victor's earlier experiences included the setting up of real estate, engineering, logistics and healthcare operations and offices across South East Asia. He implemented numerous operational and financial strategies and processes which added strength to various stages of successful transformation and growth of the businesses.

Victor holds a Bachelor of Arts (Honours) in Accountancy from University of Bolton, United Kingdom and attended the Asia Strategy Management Programme for CFOs at the NUS-Chicago Booth Business School. Victor is Fellow member of both the Institute of Public Accountants, Australia and the Institute of Financial Accountants, United Kingdom. He is also a member of the Singapore Institute of Directors.

MR JACKY CHAN FU YEK
Senior Finance Manager

Jacky joined the Manager of BHG Retail REIT as a Senior Finance Manager in April 2024. He brings along more than 20 years of experience in the accounting and finance industry. Reporting directly to the CFO, he oversees finance matters of both the REIT and Manager, in areas including financial reporting, taxation, capital management and treasury. Jacky supports the Compliance team by providing relevant financial data for its onward reporting.

Prior to joining BHG Retail REIT, Jacky previously served as a Finance Manager in Audio-Technica (S.E.A.) Pte Ltd. He handled full set of accounts, management of cashflow, analyse company's financial performance, opportunity growth, profitability and provide insightful analysis and trend for management review.

Jacky's professional career began as an auditor. He was an auditor with Ernst & Young and KPMG. He possesses a Bachelor of Business (Accountancy) from RMIT University, Melbourne. He is a Fellow member of CPA Australia and a Chartered Accountant of Singapore with ISCA.

MR ERIC LIU
Investment and Asset Management Manager

With more than 14 years of valuable experience in the investments and financial services space under his belt, Eric is responsible for the value creation of BHG Retail REIT through acquisitions, asset recycling, asset enhancement and active asset management.

Prior to joining BHG Retail REIT, Eric was an Asset Manager in Straits Real Estate Pte. Ltd. where he provided direction and oversight of the company's business plan and strategy with regard to the company's asset portfolio in the Asia Pacific region. Prior to Straits Real Estate Pte. Ltd., he was the Investment and Asset Manager of Bright Ruby Resources Pte. Ltd. where he provided market research, deal sourcing, and strategic direction for real estate investments for their global portfolio. In addition, Eric also actively led and managed transaction procedures from concept through to completion.

Eric began his career as an independent market researcher at Nexus Link Pte. Ltd. in 2009, where he provided advisory-related services, including that of merger & acquisitions and risk management, based on market analysis and research, for various sectors.

Eric holds a Bachelor of Science (Honours), in Finance and Accounting from the University of Bradford, United Kingdom.



Management Team

MR EUGENE NEO

Investor Relations Assistant Manager

Mr. Eugene Neo reports directly to the CEO and is responsible for investor relations matters at BHG Retail REIT. His responsibilities include strategic targeting, building, and reinforcing relationships with investors as well as the research and media community. Eugene is also actively involved in the crafting of corporate communications across various platforms, and facilitating compliance with capital market requirements for the REIT.

Previously, Eugene worked in investor relations at COSCO SHIPPING International (Singapore), where he supported the company's relationships with institutional investors, ensuring they received timely and relevant information. He assisted in preparing investor presentations and briefing materials, effectively conveying the company's position and outlook. Eugene also played a key role in a rights issue project that successfully raised funds for the company. Additionally, he contributed to two strategic M&A projects, supporting the successful acquisition of two companies and helping to enhance the company's market position.

Following his time at COSCO SHIPPING, Eugene joined UBS Bank, where he was involved in managing the assets of global wealth management clients in Singapore and Hong Kong, focusing specifically on institutional clients. His professional background also includes expertise in corporate finance, fundraising and capital markets, Eugene holds the Chartered Financial Analyst (CFA) designation and a Bachelor of Science (Honours) in Applied Physics from Nanyang Technological University (NTU).

MR JEREMY TAN

Compliance Manager

Jeremy reports directly to the CEO and is responsible for Regulatory and Operational Compliance, Legal, Corporate Governance, Sustainability Reporting and Enterprise Risk Management matters. He oversees all regulatory submissions and communications on behalf of the Manager and BHG Retail REIT, and assists the Manager and BHG Retail REIT in complying with the applicable rules and regulations of the SFA, SGX and all other relevant agencies.

He is also in charge of BHG Retail REIT's annual sustainability report as the Manager's Sustainability Officer. In addition, Jeremy maintains an indirect reporting line to the Audit and Risk Committee and facilitates communications between the Manager and the Board of Directors.

Prior to joining the Manager, Jeremy had been responsible for the Compliance function at Invest Partners Capital Group Pte Ltd (a Capital Markets Services Licensee and Exempt Financial Adviser in Singapore), and before that, at Target Asset Management Pte Ltd (a boutique Hedge Fund Management Company and also a Capital Markets Services Licensee in Singapore). Jeremy's professional career began as an Investment Analyst with Target Asset Management Pte Ltd, where he had subsequently also taken on various other roles in Fund Operations and Investor Relations, Company Administration, Financial Control, and later on, Regulatory Compliance.

Jeremy holds a Bachelor's degree in Business Administration (Honours) from National University of Singapore, with a specialisation in Finance, as well as an Advanced Certificate (Distinction) in Governance, Risk and Compliance awarded by the International Compliance Association.

Enterprise Risk Management

Enterprise Risk Management (“**ERM**”) is integral to the business and culture of BHG Retail REIT (or the “**REIT**”). Through a formalised framework (the “**ERM Framework**”) that informs the decision-making of all staff, ERM not only preserves, but also enhances value.

The Board of Directors (the “**Board**”) is responsible for the overall risk strategy and risk governance of BHG Retail REIT. It achieves this through the approval of the REIT’s risk appetite which determines nature and the extent of key material risks (including new and emerging risks) that BHG Retail REIT is willing to take to achieve its objectives, and the implementation of sound risk management and internal control practices to manage and mitigate principal risks. The Board is supported by the Audit and Risk Committee (“**ARC**”) in these matters. During the last quarter of every financial year (“**FY**”), the Board, through the ARC, reviews the potential risks in the following FY as it reviews the following FY’s budget. This section sets out the information needed by stakeholders to make an informed assessment of the risk management and internal control systems.

In working within the implemented ERM Framework, the Manager is empowered with a sound structure for BHG Retail REIT to capitalise on opportunities and achieve its investment objectives in a measured manner. This allows the Manager to take prudent risks in line with the approved risk appetite. This section sets out the information needed by stakeholders to make an informed assessment of the risk management and internal control systems.

ERM FRAMEWORK

The ERM Framework was built on the premise that BHG Retail REIT would have a standard and consistent approach to risk management in its culture and strategic planning processes. This would support the setting of priorities and making of decisions at the portfolio and Manager level.

Further, the ERM Framework applies a systematic approach to effectively manage and control risks in the Manager’s governance and operations so as to achieve optimal outcomes for all its operations, business ventures, collaborations and partnerships. The ERM Framework will be reviewed every two years. In the event of changes in regulations, country

of operations, nature of business or any other event which would affect the REIT and the Manager, the ERM Framework would be reviewed accordingly and updated immediately.

The latest review of the ERM Framework was conducted in 2024. The Board and Manager incorporated the inputs from Pricewaterhousecoopers Risk Services Pte. Ltd. provided during the previous review in 2022, to address potential risks from climate change and to ensure that the ERM Framework remains relevant and is in accordance with current regulatory practices and requirements.

Further, the ERM Framework is supplemented by an outsourced internal audit function, which measures and evaluates the effectiveness of the procedures in place under the ERM Framework. An internal audit exercise is conducted annually. In 2024, an internal audit was conducted on the REIT Manager.

In addition, the Manager has established a semi annual Control Self-Assessment (“**CSA**”) exercise that is undertaken by the Manager. The CSA serves as a monitoring mechanism for management, as individual risk owners are required to assess the effectiveness of existing risk management and controls processes.

KEY RISKS IN FY 2024

Real Estate / Operational Risks

BHG Retail REIT’s portfolio faces real estate market risks in China. These may include rental rate volatility and changes in occupancy rates. Generally, an adverse development may lead to a reduction in revenue or an increase in costs, which could result in a downward adjustment of the REIT’s assets.

The Manager manages real estate risk by adopting a proactive asset management strategy. Portfolio properties are monitored closely to ensure that existing assets are optimally leveraged. Additionally, the Manager may consider divesting assets that no longer provide growth opportunities.

The Manager closely monitors the tenant occupancy rate and tenant mix of each portfolio property. The collated data from the portfolio properties allows the Manager to optimise the tenants in each portfolio property to maximise its attractiveness to target customers in the community.

Enterprise Risk Management

Investment Risks

Potential acquisitions are subject to rigorous due diligence, taking into consideration their potential for yield enhancement, long-term sustainability as well as any potential environmental risks, and their asset valuation. Any potential acquisition is first discussed with the Board. Conditional approval is obtained for commencement of review, analysis and due diligence. Thereafter, the findings are presented to the Board for consideration.

Further, transactions related to acquisitions or divestments of real estate assets are monitored closely to ensure compliance with the requirements in the Property Funds Appendix, and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"),

Environment and Business Interruption Risk

The Manager is cognisant that unforeseen circumstances may interrupt the business of each portfolio property. These circumstances may include natural disasters due to climate change and global warming, as well as global pandemics.

Accordingly, each portfolio property has in place sufficient insurance coverage against such occurrences. Each portfolio property has implemented recovery plans, which are tested at intervals throughout the year to ensure staff and tenant familiarity. Further, the Manager has also put in place proactive initiatives to ensure the upkeep and maintenance of the premises and equipment contained within each portfolio property.

Financial and Interest Rate Risk

The Manager ensures that financial market risks are closely monitored and reported to the Board. The Manager adopts a proactive strategy to manage the risks associated with the changes in interest rates on any loan facilities. As at 31 December 2024, the REIT has entered more than 50% of its offshore syndicated loan into interest rate swap transactions.

The Manager closely monitors its debt profile to ensure it maintains compliance with the gearing limit established by the Monetary Authority of Singapore ("**MAS**") in the Code on Collective Investment Schemes. The Manager also actively monitors the portfolio to ensure sufficient liquid reserves to fund operations and meet short-term obligations.

BHG Retail REIT is exposed to fluctuations of the Chinese Renminbi ("**RMB**") against the

Singapore Dollar. Our aim is to maximise returns to our Unitholders, and accordingly the Manager monitors currency exchange trends closely and explores methods to mitigate foreign exchange risk. These methods may include foreign exchange hedging on the expected dividends from our Chinese subsidiaries as well as other measures.

Where feasible, BHG Retail REIT also adopts a natural hedging by borrowing in RMB. This matches the revenue stream generated from its investment, balancing the interest rate and foreign exchange risk. As at 31 December 2024, about 20% of the REIT's borrowings are RMB-denominated.

Compliance Risks

The Manager is subject to multiple laws and regulations. These include the various regulations, notices and guidelines under the purview of MAS, which are applicable to the Manager as a Capital Markets Services License holder. Additionally, the Manager complies with the requirements found in the Listing Manual of SGX ST, the Property Funds Appendix, and the provisions of the REIT's deed of trust dated 18 November 2015 (as amended and supplemented from time to time). The Manager also actively monitors any environmental related regulations that may affect our properties,

In ensuring that it complies with the myriad of regulations, the Manager has implemented corporate policies and procedures to provide clear instructions for all staff to abide by. This would minimise the likelihood of contravention of any regulation or rule, ensuring the least disruption to the business activities conducted by the Manager. Further, the Manager ensures all employees are aware of the latest developments in the law through training and attending seminars and briefings conducted by professionals and internal memorandums. The Board is also kept apprised of new rules and regulations affecting the Manager and BHG Retail REIT during Board meetings.

Information Technology Risks

The Manager is aware of the modern-day risks associated with information technology. In accordance with the MAS Notice on Technology Risk Management and MAS Notice on Cyber Hygiene, the Manager conducts periodic reviews of its technology risks, with a view towards minimising the risk of downtime caused by information technology system failures and risk of cyber threat on critical information technology systems.

Corporate Governance

INTRODUCTION

BHG Retail REIT (the "**REIT**") is a trust constituted by a deed of trust dated 18 November 2015 (as amended and supplemented) (the "**Trust Deed**") entered into between BHG Retail Trust Management Pte. Ltd. (the "**Manager**"), as manager of the REIT, and DBS Trustee Limited (the "**Trustee**"), as trustee of the REIT. The Trust Deed outlines certain circumstances under which the Manager can be removed, including by notice in writing given by the Trustee upon the occurrence of certain events, or by resolution passed by a simple majority of the Unitholders of the REIT (the "**Unitholders**") present and voting at a meeting of the Unitholders duly convened and held in accordance with the provisions of the Trust Deed.

As an entity regulated by the Securities and Futures Act 2001 ("**SFA**"), the Code on Collective Investment Schemes (the "**CIS Code**"), the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX ST**"), and other regulations, the Manager is committed to upholding good standards of corporate governance.

The board of directors (the "**Board**" or "**Director**") of the Manager has ensured that corporate governance practices in line with the Code of Corporate Governance 2018 (the "**2018 Code**") were implemented. The Manager has further ensured that it remains in compliance with the other regulations, notices, circulars and guidelines that may be released by the Monetary Authority of Singapore ("**MAS**") from time to time.

This corporate governance report ("**Report**") describes the corporate governance practices with specific reference to the 2018 Code. Where there are deviations from the principles and provisions of the 2018 Code, explanations are provided within this Annual Report. This Report also sets out additional policies and practices adopted by the Manager which are not provided in the 2018 Code.

THE MANAGER

The Manager has general powers of management over the assets of the REIT, and is responsible for setting the strategic direction of the REIT. The Manager's primary responsibility is to manage the assets and liabilities of the REIT for the benefit of the Unitholders of the REIT. Broadly, the Manager's strategy is:

- Active Asset Management - Driving organic growth and building long-lasting relationships with tenants;
- Active Asset Enhancement - Implementing enhancement opportunities to enhance cash flow and value of the properties;
- Acquisition Growth - Achieving portfolio growth through acquisition of quality income producing retail properties; and
- Sound Capital and Risk Management - Appropriate mix of debt and equity financing to maintain a strong and robust statement of financial position.

The Manager is an indirect wholly-owned subsidiary of Beijing Hualian Department Store Co., Ltd. (the "**Sponsor**"), an established China-based home-grown retail property operator. The Sponsor has extensive experience and expertise in asset management, which the REIT is able to leverage to achieve its objectives.

CHANGES TO THE COMPOSITION OF THE BOARD AND THE BOARD COMMITTEES

As part of the Board renewal process, Mr Francis Siu Wai Keung and Mr Lau Teck Sien, who have both served on the Board for nine years, retired and stepped down from the Board with effect from 11 November 2024, while Mr Gan Chee Yen was appointed as an Independent Non-Executive Director of the Company, the Chairman of the Board, a member of the Nominating and Remuneration Committee and the Chairman of the Audit and Risk Committee and Mr Ong Tze Guan was appointed as an Independent Non-Executive Director of the Company, a member of the Nominating and Remuneration Committee and a member of the Audit and Risk Committee with effect from 11 November 2024. Mr George Quek Meng Tong also succeeded Mr Lau Teck Sien as the Chairman of the Nominating and Remuneration Committee with effect from 11 November 2024.

Corporate Governance

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

The Board is entrusted with overall responsibility for the corporate governance of the Manager. The Board is also collectively responsible for the long-term success of the REIT, and its strategic business direction and risk management. To this end, the Board has set in place a framework of internal controls for the effective management of risks within the business. All Directors exercise reasonable diligence and independent judgment when making decisions and are obliged to act honestly and consider the interests of the Manager and the REIT at all times. The Board recognises that Directors owe fiduciary duties to the Manager and should act objectively in the best interests of the REIT and hold the management team of the Manager ("**Management**") accountable for performance.

As part of providing overall leadership to the REIT and its subsidiaries (the "**Group**"), the Board sets the appropriate tone from the top, desired organisational culture, and ensures proper accountability within the Manager. The Board also advises Management on the desired culture of the Group and monitors Management's implementation of such culture. The Board and Management are guided by a code of conduct and ethics which provides that every Director and member of Management is expected to, among other things, adhere to the highest standards of ethical conduct.

At all times, the Directors are collectively and individually obliged to act honestly and with diligence, and in the best interests of the REIT. The Manager requires that its Directors disclose their interests in transactions and any conflicts of interests. Directors facing conflicts of interest will recuse themselves from discussions and decisions involving the issues of conflict. Each of the Directors has complied with the above.

The Board has authority to approve or endorse certain matters, including:

- Material transactions, such as acquisitions and divestments;
- Annual budgets;
- Periodic financial reports; and
- Appointment of Directors and key management personnel of the Manager ("**KMPs**").

The Manager has established internal guidelines setting forth matters that require the Board's approval including business strategies and proposals, investment acquisitions and disposals, borrowings and financing arrangements, budgets, project development and capital expenditures, and operating expenditures. Such matters which have been approved by the Board are clearly communicated to Management in writing. Apart from matters that specifically require the Board's approval, the Board delegates authority for transactions below those limits to Board committees and Management to optimise operational efficiency.

All Directors exercise reasonable diligence and independent judgment when making decisions and are obliged to act honestly and consider the interests of the REIT and the Unitholders at all times.

To facilitate the proper discharge of its functions, the Board has established the following committees:

- Audit and Risk Committee (the "**ARC**"); and
- Nominating and Remuneration Committee ("**NRC**") (collectively, the "**Board Committees**").

The Board Committee members are appointed from within the ranks of the Board, and operate on delegated authority from the Board. The Board Committees have been constituted with clear written terms of reference approved by the Board and may decide on matters within their terms of reference and applicable limits of authority. The terms of reference of the respective Board Committees set out their compositions, authorities

and duties, including reporting back to the Board. All terms of reference are reviewed and updated when necessary to ensure their continued relevance. Notwithstanding the delegation of authority to the Board Committees, the ultimate responsibility for decision-making and oversight rest with the Board as a whole. The composition of the various Board Committees, the terms of reference, any delegation of the Board's authority to make decisions and a summary of each committee's activities are set out in this Corporate Governance section of the Annual Report.

The Board and the ARC meet on a semi-annual basis to review key business activities. The NRC meets at least annually. Where it is not possible for a Director to attend in person, that Director may participate via teleconferencing, video conferencing, or other similar means of telecommunication. In each meeting where matters requiring the Board's approval are to be considered, all members of the Board attend and actively participate in the discussions and deliberations, and resolutions in writing are circulated to all Directors for their consideration and approval. A Director with multiple directorships is expected to ensure that sufficient time and attention can be and is given to the affairs of the Manager in managing the assets and liabilities of the REIT for the benefit of Unitholders. Two Board meetings were held during the financial year ended 31 December 2024 ("**FY 2024**"). The number of such meetings and the attendance of each of the Directors at Board meetings and Board Committee meetings are set out at page 36 of this Annual Report.

Provision 1.5 of the 2018 Code requires Directors to attend and actively participate in Board and Board Committee meetings. The number of such meetings and each individual director's attendances at such meetings are disclosed in page 36 of this Annual Report. Directors with multiple board representations have ensured that sufficient time and attention are given to the affairs of each company.

The Manager provides the Board with complete, adequate and timely information prior to Board meetings, and on an ongoing basis, to enable the Directors to make informed decisions to discharge their duties and responsibilities. This includes periodic business updates, financial reports and financial statements from the Manager. The Manager's executives and external consultants may also provide presentations on specific business areas. Further, the Board has separate and independent access to Management and the company secretary of the Manager ("**Company Secretary**") at the Manager's expense, at all times. The Company Secretary attends to corporate secretarial administration matters and attends all Board and Board Committee meetings. The Board also has separate and independent access to external advisers where necessary and when requested at the Manager's expense.

The appointment and removal of the Company Secretary is a matter for the Board to decide as a whole. This ensures that the Directors are not solely dependent on what is recommended by the Manager.

At each Board meeting, the Chief Executive Officer ("**CEO**") provides updates on the REIT's business and operations, as well as its financial performance. Presentations in relation to specific business areas are also made by key executives and external consultants or experts. This allows the Directors to understand the REIT's business as well as their directorship duties (including their roles as non-executive and independent directors) and also promotes active engagement between the Board and the key executives of the Manager. Updates and changes to regulatory requirements that are relevant to the REIT are monitored and reported to the Board during the meeting. Where necessary and expedient, the Board may be briefed on urgent updates via circulars.

Induction, training and development programmes are provided to new and existing Directors. These programmes aim to familiarise the new Director with his or her duties as a director, and how to discharge those duties, the laws and regulations that govern the operation of a REIT, and to familiarise the new Director with the REIT's business and organisation structure and governance practices. Following their appointment, Directors are provided with opportunities to develop and maintain their skills and knowledge at the Manager's expense and to keep abreast of developments in areas such as Directors' duties and responsibilities, changes to laws, regulations, accounting standards, and industry-related matters so as to be updated on matters that may affect or enhance their performance as Directors of the Board, or members

Corporate Governance

of the Board Committees. For FY 2024, all Directors except Mr Gan Chee Yen, Mr George Quek Meng Tong and Mr Ong Tze Guan, have met the training requirements as prescribed by SGX-ST. All Directors were briefed and updated on new notices and guidelines issued by MAS, as well as changes to the Listing Manual of the SGX-ST.

Mr Gan Chee Yen, Mr George Quek Meng Tong and Mr Ong Tze Guan are first-time directors of a REIT Manager, and Mr Ong Tze Guan is a first-time director of an issuer listed on the SGX-ST. As such, these directors are required to undergo the requisite training under Rule 210(5)(a) of the Listing Manual. Mr Gan and Mr Ong were appointed to the Board on 11 November 2024 and have until 10 November 2025 to complete the mandatory training requirement under Practice Note 2.3 of the Listing Manual (being the "Essentials for Directors of REIT Managers" programme conducted by the REIT Association of Singapore ("**REIT Mandatory Training**") and Mr Ong has until 10 November 2025 to complete the "Board of Directors Masterclass Programme" conducted by the Institute of Singapore Chartered Accountants and SAC Capital. Arrangements will be made for Mr Gan and Mr Ong to complete their aforementioned mandatory training by 10 November 2025. Mr Quek was unable to register for the REIT Mandatory Training by 10 February 2025 and arrangements will be made for him to complete the mandatory training requirements by 10 November 2025.

The Directors and executive officers have appropriate experience and expertise to manage the REIT's business. New Directors, who have no prior experience as a director of a public listed entity listed on the SGX-ST or in REIT Management, will undergo the necessary training in the roles and responsibilities of a director of a public listed entity or REIT in Singapore as prescribed by the SGX-ST.

Newly appointed Directors will be provided with a formal letter of appointment setting out their duties and obligations.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

The Board which in FY 2024 and as at the date of this Report, comprises five (5) members, all of whom are Non-Executive Directors such that Non-Executive Directors make up a majority of the Board and of which three (3) are Independent Directors and two (2) of whom are residents in Singapore:

Mr Francis Siu Wai Keung ⁽¹⁾	Chairman / Non-Executive Independent Director
Mr Gan Chee Yen ⁽²⁾	Chairman / Non-Executive Independent Director
Mr Lau Teck Sien ⁽³⁾	Non-Executive Independent Director
Mr George Quek Meng Tong ⁽⁴⁾	Non-Executive Independent Director
Mr Ben Yeo Chee Seong ⁽⁵⁾	Non-Executive Independent Director
Mr Ong Tze Guan ⁽⁶⁾	Non-Executive Independent Director
Mr Xiong Zhen	Non-Executive Non-Independent Director
Mr Peng Ge	Non-Executive Non-Independent Director

⁽¹⁾ Mr Francis Siu Wai Keung retired from his roles as a non-executive and independent director, the Chairman of the Board, the Chairman of the ARC and a member of the NRC with effect from 11 November 2024.

⁽²⁾ Mr Gan Chee Yen was appointed as a non-executive and independent director, Chairman of the Board, and Chairman of the ARC and a member of the NRC with effect from 11 November 2024.

⁽³⁾ Mr Lau Teck Sien retired from his roles as a non-executive and independent director, and as a member of the ARC and as Chairman of the NRC with effect from 11 November 2024.

⁽⁴⁾ Mr George Quek Meng Tong was appointed as a non-executive and independent director, a member of the NRC and a member of the ARC with effect from 11 February 2024. He was subsequently appointed as Chairman of the NRC with effect from 11 November 2024.

⁽⁵⁾ Mr Ben Yeo Chee Seong retired from his roles as a non-executive and independent director, the Chairman of the NRC and a member of the ARC with effect from 11 February 2024.

⁽⁶⁾ Mr Ong Tze Guan was appointed as a non-executive and independent director and a member of the ARC and a member of the NRC with effect from 11 November 2024.

Although the majority of the Board comprises Independent Directors, the Manager is not required to have a majority of the Board as Independent Directors as the Chairman is independent.

Each Director is a respected individual with the appropriate experience to act as the Director of the Manager. The profiles of the Directors may be found on pages 17 to 19 of this Annual Report. The Board is headed by Mr Gan Chee Yen, who presides as Chairman. The Board, through the NRC, aims to maintain an optimal Board composition by considering the trends affecting the REIT, reviewing the skills needed and identifying gaps (which includes considering whether there is an appropriate level of diversity of thought), and such considerations may be used by the NRC to set appointment criteria for successors. The Board reviews from time to time the size and composition of the Board, with a view to ensuring the Board has the appropriate mix of expertise and experience and that the size of the Board is appropriate in facilitating effective decision making, avoiding groupthink and fostering constructive debate, taking into account the scope and nature of the operations of the Group, and that the Board has a strong independent element. Any potential conflicts of interest are also taken into consideration.

In view of the principles and provisions set out in the 2018 Code, the Board has also adopted a Board Diversity Policy from 2020 onwards as the REIT recognises that board diversity is an essential element contributing to the sustainable development of the Manager. Under this Board Diversity Policy, the Board, through the NRC, aims to maintain an appropriate balance and diversity of experience, skills, knowledge, gender, age, perspectives, qualifications and other attributes in the relevant areas among the Directors in order to build an effective and cohesive Board to meet the need of the REIT. Given that the REIT is a listed entity and its retail properties are based in China, a diverse set of skills and experience including directorships in listed companies, real estate, accounting and finance, as well as retail management in China are important to ensure effective functioning of the Board. The Board, through the NRC, sets and reviews periodically internal targets and guidelines for the composition of the board, taking into consideration the right blend of competencies and experience, skills and abilities, as well as our corporate gender objective based on inclusiveness and equality. The NRC is of the view that the Board and board committees are of an appropriate size, and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and is able to foster constructive debate, and take into account the needs and plans of the REIT, as well as the future strategy of the REIT. In line with the Board Diversity Policy, the current Board comprises five members who are corporate and business leaders, and are professionals with varied backgrounds, expertise and experience including in accounting, banking, finance, real estate, and the China market. The Board members have a diverse mix of skills, talents, experience and diversity required to serve the needs of the REIT. While there is no female director on the Board, the REIT has a female CEO, Ms Iz-Lynn Chan, who works closely with the Board. Her presence at all the Board Meetings is a testament of our inclusive and fair corporate gender objective.

More importantly, the NRC is of the view that the Board together with the CEO (i.e. persons charged with governance) is able to foster an inclusive and diverse culture that introduces different skills, perspectives and experiences that will ultimately promote better corporate governance. As part of the Board renewal process, the Manager undertook major efforts over the course of FY2024 to identify and shortlist candidates that possess experience as a director of a listed issuer, and/or possess suitable accounting and related financial management experience or expertise to ensure that it continues to meet the Diversity Criteria below. As a result, the Manager was able to continue to achieve its Diversity Criteria below. The Management and Board will continue to identify and shortlist suitable candidates as part of the Board renewal process.

Diversity Criteria	Outcome	Met Targets
Directorships in other listed companies	20% of Board	
Experience in accounting and finance	40% of Board	
Experience in retail management in China	60% of Board	
Fair and inclusive corporate gender objective	Female CEO	

Corporate Governance

The Board comprises seasoned professionals who have a mix of expertise in real estate investment, asset management, financial oversight, sustainability, and consumer-driven industries. This broad mix of skills and experience supports the Manager's execution of strategic initiatives and aligns with the REIT's current plans and long-term objectives.

The Board is chaired by Mr Gan Chee Yen, whose extensive background in investment management, corporate restructuring, and financial oversight provides the REIT with strategic insights. His leadership roles at Temasek International, Fullerton Financial Holdings, and Pacific International Lines reinforce the REIT's governance and risk management practices. Mr Ong Tze Guan brings expertise in sustainability, private equity, and venture capital investments. His experience in water management and infrastructure projects in China, including leadership roles in the Singapore-Suzhou Industrial Park and Singapore Chamber of Commerce in China also supports the REIT's exploration of green initiatives and ESG-driven considerations. Mr George Quek Meng Tong, with over 40 years in the food services industry, adds valuable insights into retail operations, consumer engagement, and real estate development in China and Singapore. As founder and Chairman of BreadTalk Group, he brings extensive experience in managing large-scale commercial properties and consumer-centric businesses, complementing the REIT's focus on retail-driven growth.

The Board's collective expertise in real estate, finance, sustainability, and consumer-driven industries strengthens the REIT's ability to navigate market conditions and drive long-term value. With a focus on financial prudence and active asset management, the Board remains committed to enhancing portfolio stability and delivering sustainable returns to unitholders.

The assessment of a Director's independence takes into account the enhanced independence requirements and the definition of "independent director" as set out in the Listing Manual, the 2018 Code and the Securities and Futures (Licensing and Conduct of Business) Regulations. An independent director is one who: (i) is independent in conduct, character and judgment, and has no relationship with the Manager, its related corporations, shareholders who hold 5.0% or more of the voting shares (the "**Substantial Shareholders**") of the Manager, or Unitholders who hold 5.0% or more of the Units (the "**Substantial Unitholders**") in issue, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his or her independent business judgment, in the best interests of the Unitholders; (ii) is independent from any management and business relationship with the Manager and the REIT, and from every Substantial Shareholder of the Manager and every Substantial Unitholder; (iii) is not a Substantial Shareholder of the Manager or a Substantial Unitholder; (iv) has not served on the Board for a continuous period of nine (9) years or longer; and (v) is not employed or has been employed by the Manager or the REIT or any of their related corporations in the current or any of the past three (3) financial years and does not have an immediate family member who is employed or has been employed by the Manager or the REIT or any of their related corporations in the current or any of the past three (3) financial years and whose remuneration is or was determined by the Board.

Mr Xiong Zhen and Mr Peng Ge are salaried employees of other entities within the Beijing Hualian Group Investment Holding Co., Ltd. ("**Beijing Hualian Group**") and accordingly are treated as Non-Independent Directors. The independence of Mr Francis Siu Wai Keung, Mr Gan Chee Yen, Mr Lau Teck Sien, Mr Ben Yeo Chee Seong, Mr George Quek Meng Tong and Mr Ong Tze Guan is assessed against the requirements of the 2018 Code, the Listing Manual of the SGX-ST and Regulation 13E of the Securities and Futures (Licensing and Conduct of Business) Regulations ("**SFR**").

Mr Gan Chee Yen was appointed to the Board on 11 November 2024. Pursuant to regulation 13D of the SFR, a director of the Manager (as holder of a capital markets services licence for real estate investment trust management) who has any business relationship with the Manager and BHG Retail REIT is not considered an independent director, but may nevertheless be treated as an independent director of the Manager if the Board is satisfied that the director is able to act in the best interests of all the Unitholders, as a whole.

Mr Gan Chee Yen was deemed to have a business relationship with the Manager as Mr Gan Chee Yen is also a non-executive, independent director of Singapore Post Limited, which provides postal services to BHG Retail REIT and the Manager.

Notwithstanding the above, the Board noted that the decision to procure the services of Singapore Post Limited was made by the management team of BHG Retail REIT, and the provision of such postal services were provided in the ordinary course of business, on an arm's length basis and based on normal commercial terms and/or market rates. The Board also noted that the value of the services was not material relative to the total operating expenses of BHG Retail REIT and the Manager for each of FY 2023 and FY 2024, and that Mr Gan Chee Yen's role in Singapore Post Limited is also non-executive in nature and he is not involved in the day-to-day conduct of business of Singapore Post Limited. Accordingly, the Board and the NRC were of the view that Mr Gan Chee Yen is able to act with independent judgement in the discharge of his duties and responsibilities as a Director and act in the best interests of all Unitholders, in the discharge of his duties and responsibilities. Accordingly, the Board and the NRC considers Mr Gan Chee Yen to be independent pursuant to Regulation 13D of the SFR.

Mr George Quek Meng Tong was appointed to the Board on 11 February 2024. Mr Quek has over 40 years of experience in the food services industry and has significant experience in the real estate industry in China and Singapore. Mr Quek founded the BreadTalk group of companies in 2000 and has been the Group Chairman of BreadTalk Group Pte. Ltd. ("**BreadTalk Group**") (which was listed on the Main Board of the SGX-ST as BreadTalk Group Limited from 2003 to 2020) since its incorporation. Pursuant to regulation 13D of the SFR, a director of the Manager (as holder of a capital markets services licence for real estate investment trust management) who has any business relationship with the Manager and BHG Retail REIT is not considered an independent director, but may nevertheless be treated as an independent director of the Manager if the Board is satisfied that the director is able to act in the best interests of all the Unitholders, as a whole. Mr Quek was deemed to have a business relationship with the Manager and BHG Retail REIT as Mr Quek is the Group Chairman of BreadTalk Group, whose wholly owned subsidiary is a tenant in Beijing Wanliu Mall, one of the retail malls which BHG Retail REIT holds a 60% interest. However, the Board and NRC noted that the revenue from this tenancy was less than 1% of the total revenue of BHG Retail REIT for the six months ended 30 June 2023, and the Board and the NRC were of the view that the percentage of BHG Retail REIT's revenue from BreadTalk Group was not significant, and as such, the tenancy would not pose any conflict of interest between Mr George Quek Meng Tong's directorship at BHG Retail REIT and his business interests in BreadTalk Group. Any conflict of interest which may arise will also be mitigated by BHG Retail REIT's existing measures in place (as further detailed in page 47), including Mr George Quek Meng Tong's abstention from voting in respect of transaction(s) wherein there were a conflict of interest between BHG Retail REIT and BreadTalk Group. Therefore, the Board and the NRC were of the view that Mr Quek was able to exercise independent judgement and act in the best interests of all Unitholders, in the discharge of his duties and responsibilities. Accordingly, the Board and the NRC considered Mr George Quek Meng Tong to be independent pursuant to Regulation 13D of the SFR and approved his appointment to the Board with effect from 11 February 2024.

Save for Mr George Quek Meng Tong and Mr Gan Chee Yen, there are no other instances where the Board considers a director to be independent where there is the existence of a relationship as stated in the 2018 Code and the Listing Manual of the SGX-ST that would otherwise deem a director not to be independent.

For FY 2024, the NRC has reviewed and determined that the Independent Directors of the Manager (including Mr Ben Yeo Chee Seong who retired on 11 February 2024, and Mr Francis Siu Wai Keung and Mr Lau Teck Sien who retired on 11 November 2024) were independent according to the 2018 Code, the Listing Manual of the SGX-ST and Regulation 13E of the Securities and Futures (Licensing and Conduct of Business) Regulations. None of the Independent Directors have served the Board beyond nine (9) years from the date of their first appointments as at the last day of FY 2024. The following further sets out the assessment of each Director's independence against the requirements under the Securities and Futures (Licensing and Conduct of Business) Regulations for FY 2024.

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	Francis Siu	Ben Yeo	Lau Teck Sien	Gan Chee Yen	George Quek	Ong Tze Guan	Peng Ge	Xiong Zhen
had been independent from the management of the Manager and BHG Retail REIT during FY 2024	✓	✓	✓	✓	✓	✓		
had been independent from any business relationship with the Manager and BHG Retail REIT during FY 2024	✓	✓	✓			✓	✓	✓
had been independent from every Substantial Shareholder of the Manager and every Substantial Unitholder of BHG Retail REIT during FY 2024	✓	✓	✓	✓	✓	✓		
had not been a Substantial Shareholder of the Manager or a Substantial Unitholder of BHG Retail REIT during FY 2024	✓	✓	✓	✓	✓	✓	✓	✓
has not served as a Director of the Manager for a continuous period of nine (9) years or longer as at the last day of FY 2024	✓	✓	✓	✓	✓	✓		

Notes:

- (1) Mr George Quek Meng Tong was appointed to the Board on 11 February 2024 and was assessed at the time of his appointment. During FY2024, Mr George Quek Meng Tong was deemed to have a business relationship with the Manager and BHG Retail REIT. Nonetheless, the Board was satisfied that, as at the last day of FY2024, Mr George Quek Meng Tong was able to act in the best interests of all Unitholders as a whole.
- (2) Mr Gan Chee Yen and Mr Ong Tze Guan were appointed to the Board only on 11 November 2024, and were assessed separately at the time of their appointment. During FY2024, Mr Gan Chee Yen was deemed to have a business relationship with the Manager and BHG Retail REIT. Nonetheless, the Board was satisfied that, as at the last day of FY2024, Mr Gan Chee Yen was able to act in the best interests of all Unitholders as a whole.
- (3) Mr Ben Yeo Chee Seong retired from the Board on 11 February 2024.
- (4) Mr Francis Siu Wai Keung and Mr Lau Teck Sien retired from the Board on 11 November 2024.
- (5) Each of Mr Peng Ge and Mr Xiong Zhen is currently employed by a related corporation of the Manager. As such, during FY 2024, each of them is deemed (a) to have a management relationship with the Manager and the REIT; and (b) connected to a Substantial Shareholder of the Manager and substantial Unitholder. The Board of the Manager was satisfied that, as at the last day of FY 2024, each of Mr Peng Ge and Mr Xiong Zhen was able to act in the best interests of all Unitholders as a whole, despite not being independent.
- (6) The Board is confident that the Directors act in good faith and exercise due diligence and care in the exercise of their duties, and is presently of an appropriate size. For FY 2024, the Board is of the opinion that its current Board size and composition are reasonable, effective and efficient considering the nature, size and scope of the Manager's and the REIT's business operation.
- (7) The Non-Executive Directors contribute to the Board process by monitoring and reviewing Management's performance against goals and objectives. Their views and opinions provide alternative perspectives to the Manager's business and enable the Board to make informed and balanced decisions. The Non-Executive Directors also work with Management to help shape the strategic process.
- (8) When reviewing Management's proposals or decisions, the Non-Executive Directors bring their objective judgment to bear on business activities and transactions involving conflicts of interest and other complexities. The Non-Executive Directors and/or the REIT Independent Directors, led by the independent Chairman of the Board or other Independent Directors of the REIT as appropriate, meet regularly about two times a year without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman of the Board as appropriate. In FY 2024, the Non-Executive Directors, led by the independent Chairman, met two times for discussions without the presence of Management.

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

To ensure an appropriate balance of power and to increase the accountability and capacity of the Board for independent decision making, the roles and responsibilities of the Chairman and CEO are held by separate individuals. Mr Gan Chee Yen is the Chairman and Ms Chan Iz-Lynn is the CEO. The Chairman brings with him a wealth of experience. He leads the Board and bears responsibility for the functioning of the Board. Mr Gan is responsible for creating the conditions for the overall effectiveness and direction of the Board, Board Committees and individual Directors. He ensures that the Board receives accurate, timely and clear information and that the Board meetings are held as and when necessary, and he sets the agenda of Board meetings in consultation with the other Directors and Management. He assists in ensuring compliance with the provisions of corporate governance and facilitates the effective contribution of Non Executive Directors. The Board establishes and sets out in writing the division of responsibilities between the Chairman and the CEO.

The CEO, Ms Chan Iz-Lynn, works with the Board to determine the strategy for the REIT. She also works with the other members of the Management to ensure that the REIT operates in accordance with the Manager's stated investment strategy. Further, she is responsible for the future strategic development, overall day-to-day management and operations of the REIT, and she works with the Manager's investment, asset management, financial and compliance personnel in meeting the strategic, investment and operational objectives of the REIT.

Provision 3.3 of the 2018 Code requires the Board to have a Lead Independent Director to provide leadership in situations where the Chairman is conflicted, especially when the Chairman is not independent. The Lead Independent Director would be available to Unitholders where they have concerns and if contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate. Currently, no Lead Independent Director has been appointed as there are sufficient measures in place in the event of a conflict by the Chairman. The Manager is of the view that despite the deviation from Provision 3.3 of the 2018 Code, the risk of conflict by the Chairman is mitigated given that the Chairman is not part of the Management and is an Independent Director, and the roles of the Chairman and CEO are held by separate individuals who are not immediate family members and have no close family ties. Moreover, the Board has a strong independent element as three (3) out of five (5) directors (including the Chairman) are Non-Executive Independent Directors. The Manager is accordingly of the view that its practice is consistent with the intent of Principle 3 of the 2018 Code as a whole.

During FY 2024, the Independent Directors met at least once in the absence of Management, to discuss matters. Such meetings were led by the Independent Chairman, and feedback was provided to the Board and/or the Chairman as appropriate.

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Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.

The Board is cognisant of the requirements of the 2018 Code, and accordingly has established the NRC, which in FY 2024 and as at the date of this Report, comprises three (3) members, all of whom, including the Chairman, are Non Executive Independent Directors:

Mr Ben Yeo Chee Seong ⁽¹⁾	Chairman
Mr Lau Teck Sien ⁽²⁾	Chairman
Mr George Quek Meng Tong ⁽³⁾	Chairman
Mr Francis Siu Wai Keung ⁽⁴⁾	Member
Mr Gan Chee Yen ⁽⁵⁾	Member
Mr Ong Tze Guan ⁽⁶⁾	Member

Notes:

- ⁽¹⁾ Mr Ben Yeo Chee Seong retired from his roles as a non-executive and independent director, the Chairman of the NRC and a member of the ARC with effect from 11 February 2024.
- ⁽²⁾ Mr Lau Teck Sien succeeded Mr Ben Yeo Chee Seong as the Chairman of the NRC with effect from 11 February 2024, and subsequently retired from the Board with effect from 11 November 2024.
- ⁽³⁾ Mr George Quek Meng Tong was appointed as a non-executive and independent director, a member of the NRC and a member of the ARC with effect from 11 February 2024. He succeeded Mr Lau Teck Sien as the Chairman of the NRC with effect from 11 November 2024.
- ⁽⁴⁾ Mr Francis Siu Wai Keung retired from his roles as a non-executive and independent director, the Chairman of the Board, the Chairman of the ARC and a member of the NRC with effect from 11 November 2024.
- ⁽⁵⁾ Mr Gan Chee Yen was appointed as a non-executive and independent director, a member of the NRC and the Chairman of the ARC with effect from 11 February 2024.
- ⁽⁶⁾ Mr Ong Tze Guan was appointed as a non-executive and independent director, a member of the NRC and a member of the ARC with effect from 11 November 2024.

The NRC is regulated by a set of written terms of reference and is responsible for making recommendations to the Board on appointment and remuneration matters. The NRC will review and make recommendations to the Board on succession plans for the Board and executive officers, in particular the appointment and/or replacement of the Chairman, the CEO and KMPs. In reviewing succession plans, the NRC has in mind the REIT's strategic priorities and the factors affecting the long-term success of the REIT.

The NRC also considers different time horizons for the purposes of succession planning. The NRC evaluates the Board's competencies on a long-term basis and identifies competencies needed to achieve the REIT's strategy and objectives. In the medium term, the NRC has a system of orderly replacement of the Board members and key management personnel. The NRC also considers contingency planning to prepare for sudden and unforeseen changes.

As provided in the Manager's Succession Planning Policy, internal candidates are identified as interim successor on an "acting" basis or covering person(s), for its key positions that become vacant due to incapacitation, in order to provide continuity in leadership in such event.

The other responsibilities of the NRC as set out in the terms of reference include:

- Making recommendations to the Board on the process and criteria for evaluation of the performance of the Board, its Board Committees, and Directors;
- Reviewing and making recommendations to the Board on the training and professional development programmes for the Board and its Directors;
- Reviewing, making recommendations to the Board and nominating the appointment and re-appointment of Directors (including alternate directors, if applicable), having regard to the composition and progressive renewal of the Board, including taking into account the leadership needs of the Manager and the REIT and each Director's competencies, commitment, contribution and performance including, if applicable, as an Independent Director. Potential new directors are identified and evaluated based on criteria such as the relevant experience and skillsets of the potential director to the REIT's business. Broader search criteria is also considered, such as diversity and technological expertise;

- Determining annually, as and when circumstances require, if a Director is independent having regard to the circumstances set forth in page 29 of this Annual Report;
- Recommending to the Board for the Board's approval the objective performance criteria and process for the purpose of evaluating the effectiveness of the Board as a whole and that of each of its Board Committees separately, as well as the contribution by the Chairman and each individual Director;
- Assess whether each Director continues to contribute effectively and demonstrates commitment to the role, taking into account factors such as commitment of time for meetings of the Board and Board Committees and any other duties;
- Review other directorships held by each Director and deciding if a Director is able to and has been adequately carrying out his or her duties as a Director of the Manager, taking into consideration the Director's number of listed company directorships and principal commitments;
- Propose and recommend to the Chairman of the Board, where appropriate, new members to be appointed to the Board and/or to seek the resignation of existing Directors;
- Determine who should be given the responsibility of conducting the evaluation, i.e. whether it should be done internally by another committee, by the NRC, by self-evaluation, or by an external consultant, as well as whether the process is intended to be conducted through a written questionnaire or via oral interview;
- Determine how the Manager's record retention policies and practices should be applied to the data gathered in the course of the evaluation process and it should ensure that such record retention procedures are strictly adhered to;
- Reviewing the REIT's obligations arising in the event of termination of Executive Directors' and executive officers' contracts of service and ensuring that such contracts of service contain fair and reasonable termination clauses; and
- Keep up to date with developments in corporate governance initiatives, changes to relevant legislations, strategic issues and commercial changes that may affect the Manager and the industry it operates.

The NRC has adopted the following criteria and process for selecting, appointing and reappointing Directors and for reviewing the performance of Directors:

- The NRC reviews the independence of each Director annually having regard to the circumstances set forth in Provision 2.1 of the 2018 Code.
- In appointing a new Director to the Board, the Board considers the needs of the REIT and the relevant expertise of the candidate. Further, the Board refers to the Board Diversity Policy and considers the principles stated on pages 28 to 29 of this Annual Report.
- The NRC ensures that a new Director is aware of his or her duties and obligations. A newly appointed Director receives a formal appointment letter which sets out his or her relevant duties and obligations. The NRC also decides if a Director is able to and has been adequately carrying out his or her duties as a Director of the Manager.
- The NRC further reviews the composition of the Board periodically, taking into account the need for progressive renewal of the Board, and each Director's competencies, commitment, contribution and performance. Candidates with the appropriate profile are shortlisted for nomination and are recommended to the Board for approval. The search for candidates is conducted through referrals, and the NRC may seek advice from external search consultants where necessary.

In respect of the Manager's Independent Directors, the Board is of the view that Mr Francis Siu Wai Keung, Mr Ben Yeo Chee Seong, and Mr Lau Teck Sien are independent for the FY 2024 under review, taking into account the circumstances set forth in the 2018 Code, the Listing Manual of the SGX ST, Regulation 13E of the Securities and Futures (Licensing and Conduct of Business) Regulations and any other salient factors. The Board also reviewed the independence of each of Mr George Quek Meng Tong, Mr Gan Chee Yen, and Mr Ong Tze Guan based on the same set of criteria when considering their respective appointments as Independent Non-Executive Directors and is of the view that each of them is also independent. All the Independent Directors had also confirmed their independence in accordance with the 2018 Code, the Listing Manual of the SGX-ST and Regulation 13E of the Securities and Futures (Licensing and Conduct of Business) Regulations.

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Where a Director has multiple Board representations, the NRC also considers whether or not the Director is able to adequately carry out his or her duties as a Director of the Manager, taking into consideration the Director's number of listed entity board representations and other principal commitments which are set out on pages 17 to 19 of this Annual Report. The Board has voluntarily and unanimously agreed that with effect from the financial year ended 31 December 2018, each Director may hold a maximum of six (6) listed entity directorships.

Procedures and control mechanisms are also in place to ensure that the independence of the Directors is actively monitored. Please refer to Principle 2 under Board Composition and Guidance.

The NRC has evaluated and is satisfied that each Director has provided sufficient time and attention on the affairs of the Manager to fulfil their responsibilities, notwithstanding their other commitments. For FY 2024, the Directors have attended Board meetings and have participated constructively in the discussion of the activities of the REIT. The NRC and the Board are of the view that, despite the external appointments, the Directors are not hindered from diligently discharging his or her duties as Directors of the Manager. The number of meetings held by the Board, the ARC and the NRC, and the attendance of Directors at the meetings during FY 2024 are set out as follows:

	Board Meetings	ARC Meetings	NRC Meetings	General Meetings
Francis Siu Wai Keung	2	2	1	1 ⁽¹⁾
Ben Yeo Chee Seong ⁽³⁾	N.A. ⁽²⁾	N.A. ⁽²⁾	N.A. ⁽²⁾	N.A. ⁽²⁾
Lau Teck Sien	2	2	1	1 ⁽¹⁾
Gan Chee Yen ⁽⁴⁾	N.A. ⁽²⁾	N.A. ⁽²⁾	N.A. ⁽²⁾	N.A. ⁽²⁾
George Quek Meng Tong	2	2	1	1 ⁽¹⁾
Ong Tze Guan ⁽⁴⁾	N.A. ⁽²⁾	N.A. ⁽²⁾	N.A. ⁽²⁾	N.A. ⁽²⁾
Xiong Zhen	2	N.A. ⁽²⁾	N.A. ⁽²⁾	1 ⁽¹⁾
Peng Ge	2	N.A. ⁽²⁾	N.A. ⁽²⁾	1 ⁽¹⁾

Notes:

⁽¹⁾ The annual general meeting for the financial year ended 31 December 2023 was convened and held in-person on 26 April 2024 at Raffles City Convention Centre, Level 4, Minto Room. Francis Siu Wai Keung, Lau Teck Sien, and George Quek Meng Tong were in attendance in-person, while Xiong Zhen and Peng Ge were in attendance via electronic means.

⁽²⁾ N.A. - Not applicable.

⁽³⁾ Mr Ben Yeo Chee Seong retired from the Board on 11 February 2024.

⁽⁴⁾ Mr Gan Chee Yen and Mr Ong Tze Guan were appointed to the Board on 11 November 2024.

Information in respect of the designations and roles of the Directors, academic and professional qualification, date of first appointment as a Director, date of last re-appointment as a Director, and directorship or chairmanship, both present and those held over the preceding three (3) years in other listed companies, and other principal commitments, is set out on pages 17 to 19 of this Annual Report.

Board Performance

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

The Board has implemented a formal system of evaluating the Board's performance, which is carried out by the NRC, for assessing the effectiveness of the Board as a whole, and of each Board Committee separately, as well as the contribution by the Chairman and each individual Director through the use of a performance assessment checklist. The Board has not engaged any external facilitator to conduct the performance evaluation of the Board, its Board Committees and each individual Director. Where relevant and when the need arises, the NRC will consider such an engagement.

The evaluation of the Board's performance as a whole deals with matters on Board composition, information, process, accountability, performance benchmark, CEO / KMPs, risk management and internal controls and standards of conduct. The Board Committees' evaluation deals with the efficiency and effectiveness of each Board Committee in assisting the Board. The criteria for the evaluation of individual Directors include, among others, the Directors' attendance and participation at Board and Board Committees' meetings, understanding of business plans and strategies, and ability to articulate thoughts and opinions in a clear and concise manner.

Each Director is required to objectively assess his or her personal performance and collectively, the performance of the Board as a whole and its Board Committees. For FY 2024, each Director completed the performance assessment checklists and returned them to the Management. The Management has compiled the results of the evaluation and tabled the summary for the NRC's review. The NRC is satisfied that:

- All performance objectives for FY 2024 have been met for the Board, Board Committees and for each individual Director; and
- Each Independent Director has met and continues to meet the requirements of the 2018 Code.

Pursuant to the NRC's review, the Board is satisfied that it has achieved its performance objectives for FY 2024.

The Manager believes that the Board's performance is reflected in the long-term success of the REIT. The Board's performance is reviewed once a year by the NRC.

Corporate Governance

REMUNERATION MATTERS

Procedure for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

The Board has established the NRC to review and make recommendations to the Board on (i) a framework of remuneration for the Board and KMPs; and (ii) the specific remuneration packages for each Director and KMPs to ensure that the remuneration payable is in line with the objectives of its remuneration guidelines.

The NRC comprises at least three (3) Directors. All members of the NRC are Non-Executive Directors, all of whom, including the NRC Chairman, are independent. None of the Directors are involved in deciding his or her own remuneration.

The NRC assists in reviewing and recommending to the Board a general framework of remuneration for the Board and KMPs of the Manager that is market competitive and a compensation strategy that helps to support the Manager's objective of attracting, rewarding and retaining performing employees. The NRC also assists in reviewing and recommending to the Board the specific remuneration packages for each Director as well as for the KMPs, and employees related to the Directors, the CEO or Substantial Shareholders or employees who are Substantial Shareholders themselves. The NRC considers all aspects of remuneration, including termination terms, to ensure that they are fair.

No remuneration consultants were engaged in FY 2024.

Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Disclosure on Remuneration

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The REIT is externally managed by the Manager and accordingly has no personnel of its own. Remuneration of all Directors and employees of the Manager is paid by the Manager and not by the REIT. The Manager adopts the principle that remuneration for the Board and Management should be assessed holistically. The remuneration structure supports the continuous development of the management bench strength to ensure robust talent management and succession planning. While the Manager is not a listed entity, the Board has established the NRC. As regards remuneration policies, the terms of reference of the NRC include:

- Reviewing and recommending to the Board a general framework of remuneration for the Board and the executive officers;
- Reviewing the REIT's obligations arising in the event of termination of Executive Directors' and executive officers' contracts of service and ensuring that such contracts of service contain fair and reasonable termination clauses;
- Developing an assessment matrix to review the performance, consider and recommend to the Board on the appropriate quantum of remuneration in view of a Director's level of contributions, taking into account his or her responsibilities and time spent;

- Setting the remuneration policy for Directors (both Executive Directors and Non-Executive Directors) and KMPs;
- Monitoring the level and structure of remuneration for KMPs relative to the internal and external peers and competitors;
- Reviewing the remuneration of employees related to the Directors, CEO or Substantial Shareholders or employees who are Substantial Shareholders, if any, to ensure that their remuneration packages are in line with employee remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. Any bonuses, pay increases and/or promotion for these related employees will also be subject to the review and approval of the NRC;
- Obtaining reliable, up-to-date information on the remuneration practices of other companies and the relevant market benchmarks through the appointment of external consultants. Such information can also be obtained by commissioning or purchasing any appropriate reports, surveys or information at the expense of the Manager, subject to the budgetary constraints imposed by the Board;
- Overseeing any major changes in employee benefits or remuneration structures; and
- Reviewing the design of all long-term and short-term incentive plans for approval by the Board and Unitholders.

The NRC recommends a framework of remuneration for the Board and KMPs to the Board for endorsement. There is a formal and transparent procedure for fixing the remuneration packages of the Directors. No individual Director is involved in fixing his or her own remuneration. Independent Directors are paid Directors' fees annually on a standard fee basis.

The NRC operates on delegated authority from the Board. The Manager has put in place a remuneration policy with an aim toward retention of talent, building the strength of management, and developing key executives. This ensures that the business of the Manager remains sustainable, and provides a stable environment with room for continual growth and improvement.

The NRC reviews the terms and conditions of service agreements of the CEO and KMPs before their execution. In the course of such review, the NRC will consider the Manager's obligations arising in the event of termination of the CEO and KMPs, to ensure that the service agreements contain fair and reasonable termination clauses and are not overly generous so as to avoid rewarding poor performance.

In establishing the remuneration structure of the CEO and KMPs, the NRC ensures that the level and mix of remuneration are competitively benchmarked against the relevant industry market rates and tied to the performance of the Manager and the individual employee. The NRC also exercises independent judgment in ensuring that a significant and appropriate proportion of the KMPs' remuneration is structured so as to link rewards to corporate and individual performance. Such performance-related remuneration is aligned with the interests of Unitholders and other stakeholders and promotes long-term success and sustainable growth of the REIT. The remuneration package of the CEO and KMPs comprises a base fixed cash component, including the base salary and compulsory employer contribution to the key executive's Central Provident Fund ("**CPF**") account, and a variable cash component.

The variable cash component is linked to whether the CEO and KMPs meet performance targets. Such performance-centric remuneration is linked to the achievement of corporate and individual performance targets, both in terms of short and long-term quantifiable objectives, as well as to support the ongoing enhancement of Unitholder value.

The CEO and KMPs are paid in cash only and do not receive any remuneration in Units.

Corporate Governance

The Manager believes the current remuneration framework it has in place allows it to attract sufficiently qualified talent. While the approach reflects a pay-for-performance culture, it is also designed to attract, motivate and retain high performing and high potential directors in their respective fields of expertise to provide good stewardship of the Manager and KMPs to successfully manage the REIT for the long term. Each employee's salary comprises a fixed component and a variable component. The fixed component consists of the base salary and compulsory contributions to the employee's CPF account. The variable component consists of an annual bonus plan, which is linked to the performance of the employee across the preceding year. Further, the Manager may grant each employee an Annual Wage Supplement.

Fees received by each Independent Director consist only of a Director's fees component, which is paid in cash. Such fees are appropriate to their level of contribution, taking into account factors such as effort, time spent, and responsibilities. In addition, the Manager also conducted a benchmarking process to ensure that the Directors' fees are in line with the market. Provision 7.2 of the 2018 Code on the remuneration of the Non-Executive Non-Independent Directors does not apply to the Manager as the Non-Executive Non-Independent Directors of the Manager do not receive any fees. They are salaried employees of other entities of the Beijing Hualian Group. The Manager is accordingly of the view that despite this deviation from Provision 7.2 of the 2018 Code, its practice is consistent with the intent of Principle 7 of the 2018 Code as a whole. Directors and KMPs are not paid in Units.

The remuneration of each individual Director and the CEO for FY 2024 are set out as follows:

Each individual Director and the CEO Remuneration Table for FY 2024

	Salary inclusive of employer's CPF	Fees	Benefits-in-kind	Bonus inclusive of employer's CPF	Fair value of share options granted	Total
CEO	S\$415,764	-	-	-	-	S\$415,764
Chan Iz-Lynn	100%					100%
Non-Executive Directors						
Gan Chee Yen	-	S\$13,582	-	-	-	S\$13,582
George Quek Meng Tong	-	S\$75,703	-	-	-	S\$75,703
Ong Tze Guan	-	S\$11,780	-	-	-	S\$11,780
Francis Siu Wai Keung	-	S\$84,418	-	-	-	S\$84,418
Ben Yeo Chee Seong	-	S\$10,038	-	-	-	S\$10,038
Lau Teck Sien	-	S\$74,718	-	-	-	S\$74,718
Peng Ge	-	-	-	-	-	-
Xiong Zhen	-	-	-	-	-	-

Note:

- Gan Chee Yen joined the board on 11 Nov 2024. Fees are prorated accordingly.
- George Quek Meng Tong joined the board on 11 Feb 2024. Fees are prorated accordingly.
- Ong Tze Guan joined the board on 11 Nov 2024. Fees are prorated accordingly.
- Francis Siu Wai Keung resigned from the board on 10 Nov 2024. Fees are prorated accordingly.
- Ben Yeo Chee Seong resigned from the board on 11 Feb 2024. Fees are prorated accordingly.
- Lau Teck Sien resigned from the board on 10 Nov 2024. Fees are prorated accordingly.
- Each Non-Executive Director (save for non-executive Directors who are salaried employees of other entities within Beijing Hualian Group and do not receive any fees) shall receive 100% of his Director's fee in cash.

Key Management Personnel Remuneration Table for FY 2024

Employees	Salary inclusive of employer's CPF	Benefits-in-kind	Bonus inclusive of employer's CPF	Fair value of options granted	Total
Key Management Personnel	S\$721,329	-	-	-	S\$721,329
(Excluding the CEO)	100%	-	-	-	100%

The Manager does not use contractual provisions to allow it to reclaim incentive components of remuneration from the CEO and KMPs in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Manager. The CEO owes a fiduciary duty to the Manager. The Manager should be able to avail itself of remedies against the CEO in the event of such breach of fiduciary duties.

The Board has not included a separate annual remuneration report to the Unitholders in the Annual Report on the remuneration of Directors and the top five (5) KMPs (who are not Directors or the CEO of the Manager) as the Board is of the view that the matters required to be disclosed in such annual remuneration report have already been sufficiently disclosed in this Report and in the financial statements of the Manager.

Provision 8.1 of the 2018 Code and the MAS Notice to All Holders of a Capital Markets Services License for Real Estate Investment Trust Management (Notice No: SFA4-N14) require REIT managers to disclose (a) the remuneration of the CEO and each individual Director on a named basis, with a break down (in percentage or dollar terms) of each Director's and the CEO's remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits-in-kind, stock options granted, share-based incentives and awards and other long-term incentives; and (b) the remuneration of at least the top five (5) KMPs (who are also not Directors or the CEO), on a named basis, in bands no wider than S\$250,000 and the total aggregate remuneration paid to these KMPs.

The Manager is of the view that despite the deviation from Provision 8.1(b) of the 2018 Code and the Notice to All Holders of a Capital Markets Service License for Real Estate Investment Trust Management (Notice No: SFA4-N14), the disclosures in this Annual Report provide sufficient information to Unitholders on the Manager's remuneration policies and the level and mix of remuneration accorded to such personnel, while balancing the confidential and commercial sensitivities associated with remuneration matters. Further, the Board has assessed and decided against such disclosure of the remuneration of the top five (5) KMPs (excluding CEO) and believes that the interests of the Unitholders will not be prejudiced as a result of such non disclosure, for the following reasons:

- Remuneration matters for the top KMPs (excluding CEO) are sensitive and confidential matters;
- There is competition for talent in the REIT industry, and it is the view of the Manager that it would be in the interests of the Unitholders not to reveal the remuneration in order to maintain continuity of business; and
- Remuneration is paid by the Manager, and all fees payable to the Manager have been detailed in full in this Annual Report.

The Manager is accordingly of the view that despite this deviation from Provision 8.1(b) of the 2018 Code, its practice is consistent with the intent of Principle 8 of the 2018 Code as a whole. For the above reasons, Unitholders' interests are not prejudiced by the partial deviation.

There were no employees who were Substantial Shareholders of the Manager, Substantial Unitholders of the REIT, or were immediate family members of a Director, the CEO, a Substantial Shareholder of the Manager or a Substantial Unitholder of the REIT during FY 2024 and whose remuneration exceeded S\$100,000 during the year. Based on the Listing Manual of the SGX-ST, "immediate family" in relation to a person, means the person's spouse, child, adopted child, step-child, sibling and parent.

No remuneration or compensation was paid or is to be paid in the form of share options, since the Manager does not currently have any plan to implement share option or share incentive schemes. However, this does not rule out the possibility of the Manager doing so in the future.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board is responsible for the governance of risk. The Board ensures that Management maintains a sound system of risk management and internal controls to safeguard the Unitholders' interests and the REIT's assets, and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives and value creation. The Manager has established the ARC to address this and is regulated by the set of written terms of reference set out on Page 42 of this Annual Report. The Manager recognises the importance of having in place an effective, adequate and sound system of risk management and internal controls, and the Board, with the assistance of the ARC review, at least annually, the adequacy and effectiveness of the Manager's risk management and internal control systems. Accordingly, Deloitte & Touche Enterprise Risk Services Pte Ltd ("**Deloitte**") was engaged as the internal auditors to provide professional input on the assessment of the Manager's existing internal controls.

Corporate Governance

Further, the Compliance Department also monitors changes and developments in regulatory requirements to mitigate the risk of non-compliance. The ARC is kept updated on findings reported by Deloitte, as well as updates on regulatory requirements during regular meetings. The ARC takes these findings into consideration when assessing the Manager's risk appetite. The Manager has also adopted an Enterprise Risk Management ("**ERM**") Framework, which formalises the Manager's risk management and internal controls practices. For FY 2024, the Manager has conducted two Control Self-Assessment Exercises to evaluate its ERM Framework and measures to address risks related to climate change and global warming were also incorporated into the ERM Framework. More information on the ERM Framework can be found in the Enterprise Risk Management section of this Annual Report.

Based on the internal controls established and maintained by the Manager, work performed by the internal and external auditors, and reviews performed by Management, various Board Committees and the Board, as well as the said assurances set out below, the Board is satisfied and the ARC concurs with the Board that the Manager's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective as at 31 December 2024 to address the risks taking into account the nature, scale and complexity of the Manager's operations. For FY 2024, the Board has received written assurances from:

- the CEO and Chief Financial Officer ("**CFO**") that, as at 31 December 2024, the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- the CEO and the relevant KMPs who are responsible, that the system of internal controls (including financial, operational, compliance and information technology controls) and risk management systems in place were adequate and effective as at 31 December 2024 to address the risks that the Group considers relevant and material to its business operations.

The system of internal controls provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. However, the Board notes that no system of internal controls and risk management systems can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, losses, fraud or other irregularities.

Furthermore, Management, with the assistance of Deloitte, regularly reviews the REIT's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. Management will continue to review and strengthen the Group's control environment and devote resources and expertise toward improving its internal policies and procedures to maintain a high level of governance and internal controls

Audit and Risk Committee

Principle 10: The Board has an Audit and Risk Committee which discharges its duties objectively.

The Manager keeps the Unitholders updated on the REIT's financial performance, position and prospects through periodic financial reports and business updates. In its presentation of the financial results, the Board strives to provide reports that are easily understandable of the REIT's financial position, its results, and its prospects.

The Manager believes in conducting itself in ways that seek to deliver maximum sustainable value to the Unitholders. Best practices are promoted as a means to build an excellent business for the Unitholders and the Manager is accountable to the Unitholders for the REIT's performance. Prompt fulfilment of statutory and regulatory reporting requirements is but one way to maintain the Unitholders' confidence and trust in the capability and integrity of the Manager.

Management is accountable to the Board and presents financial statements/management accounts and its accompanying explanations of the REIT's performance, position and prospects to the ARC and the Board for review and/or approval on a semi-annual basis or as the Board may require from time to time to enable the Board to make a balanced and informed assessment of the REIT's performance, financial position and prospects.

The ARC, which in FY 2024 and as at the date of this Report, comprises the following three (3) members, all of whom, including the Chairman, are Non-Executive Independent Directors:

Mr Francis Siu Wai Keung ⁽¹⁾	Chairman
Mr Gan Chee Yen ⁽²⁾	Chairman
Mr Lau Teck Sien ⁽³⁾	Member
Mr George Quek Meng Tong ⁽⁴⁾	Member
Mr Ben Yeo Chee Seong ⁽⁵⁾	Member
Mr Ong Tze Guan ⁽⁶⁾	Member

Notes:

- ⁽¹⁾ Mr Francis Siu Wai Keung retired from his roles as a non-executive and independent director, the Chairman of the Board, the Chairman of the ARC and a member of the NRC with effect from 11 November 2024.
- ⁽²⁾ Mr Gan Chee Yen was appointed as a non-executive and independent director, Chairman of the Board, and Chairman of the ARC and a member of the NRC with effect from 11 November 2024.
- ⁽³⁾ Mr Lau Teck Sien retired from his roles as a non-executive and independent director, and as a member of the ARC and as Chairman of the NRC with effect from 11 November 2024.
- ⁽⁴⁾ Mr George Quek Meng Tong was appointed as a non-executive and independent director, a member of the NRC and a member of the ARC with effect from 11 February 2024.
- ⁽⁵⁾ Mr Ben Yeo Chee Seong retired from his roles as a non-executive and independent director, the Chairman of the NRC and a member of the ARC with effect from 11 February 2024.
- ⁽⁶⁾ Mr Ong Tze Guan was appointed as a non-executive and independent director and a member of the NRC and a member of the ARC with effect from 11 November 2024.

The Board is of the opinion that at least two (2) members, including the ARC Chairman, have recent and relevant experience in audit, accounting or related financial management experience or expertise. Further, the ARC meets on a semi-annual basis. During ARC meetings, they may be briefed and updated on any changes to accounting standards and issues which have a direct impact on financial statements. Accordingly, they are qualified to discharge the ARC's responsibilities.

Following the amendments to Rule 705(2) of the Listing Manual of the SGX-ST, which took effect on 7 February 2020, the Manager announced on 14 April 2020 that the REIT will adopt the announcement of half-yearly financial statements with effect from FY 2020, commencing with the financial results announcement for the six-months period ended 30 June 2020. The Manager will still provide business updates to Unitholders in relation to the performance of the REIT over the first and third quarters of each financial year, commencing with the first quarter ended 31 March 2020. For the first and third quarters of FY 2024, when no ARC meetings were scheduled, the ARC was invited to attend the Management meeting to review the quarterly financial performance and to receive business and/or operational updates from Management.

The ARC is authorised by the Board to investigate any matters within its terms of reference. Management is required to provide full cooperation in providing information and resources, and in implementing or carrying out all requests made by the ARC. The ARC has direct access to the internal and external auditors and full discretion to invite any Director or KMPs to attend its meetings. Similarly, both the internal and external auditors are given unrestricted access to the ARC.

Corporate Governance

The ARC is regulated by a set of written terms of reference and its principal functions include:

- Reviewing significant financial reporting issues and key areas of management judgment so as to ensure the integrity of the financial statements of the Manager and any announcements relating to the Manager's financial performance;
- Monitoring the integrity of the financial information provided by the Manager, in particular, by reviewing the relevance and consistency of the accounting standards used by the REIT (i.e. entity level) and for the Group (i.e. consolidation level);
- Keeping abreast of changes in accounting standards and issues which have a direct impact on financial statements;
- Overseeing and review the adequacy and effectiveness of the risk management function including the plans, activities, staffing, budget, resources and organisational structure;
- Reviewing risk management and capabilities including risk identification, risk systems, risk management training, risk communication channels, crisis readiness and recovery capabilities;
- Reviewing, on an annual basis, the adequacy and effectiveness of the risk management and internal control systems with respect to financial, operational, compliance, and information technology controls;
- Reviewing and monitor Management's responsiveness to the risk mitigating actions;
- Reviewing, on an annual basis, the adequacy and effectiveness of the internal audit function in the overall context of the REIT's internal controls and risk management systems;
- Reviewing the assurance from the CEO and the CFO on the financial records being properly maintained and that the financial statements giving a true and fair view of the REIT's operations and finances; Monitoring the procedures in place to ensure compliance with applicable legislation, the Listing Manual of the SGX-ST and the provisions of the Property Funds Appendix;
- Monitoring the procedures established to ensure compliance with the provisions of the Listing Manual of the SGX-ST relating to interested person transactions, and the provisions of the Property Funds Appendix relating to interested party transactions (collectively, "Related Party Transactions");
- Reviewing the effectiveness, independence, adequacy, scope and results of the external audit and the internal audit function, audit reviews, the annual audit plan and the internal audit reports, including the adequacy of internal audit resources and its appropriate standing within the REIT;
- Overseeing the Manager's relations with the external auditors, including its audit scope, approach, remuneration and terms of engagement;
- Making recommendations to the Board on the nomination for the appointment, re-appointment and removal of external and internal auditors, and approving the remuneration and terms of engagement of the external and internal auditors;
- Monitoring and assess annually whether the external auditors' independence or objectivity is impaired. The factors to consider include the amount of fees for audit and non-audit services provided by the external auditors;
- Discussing key audit matters with the external auditors and ascertain if there are any follow-up actions which should be taken to reduce the extent of uncertainty and corresponding need for judgment for future periods;
- Ensuring that the external auditors have direct and unrestricted access to the Chairman of the ARC and the Chairman of the Board;
- Ensuring that there are programs and policies in place to identify and prevent fraud; and
- Reviewing the Whistleblowing Policy and arrangements put in place by which employees and external parties may, in confidence, safely raise probable improprieties in matters of financial reporting or other matters, with the objective that arrangements are in place for the independent investigation of such matters and for appropriate follow up actions.

The ARC is responsible for the nomination of internal and external auditors. Further, the ARC is empowered to investigate any matters that fall within its terms of reference at any time it deems necessary to do so. Management cooperates fully with the ARC in such circumstances.

The ARC has full access to and the cooperation of Management and reasonable resources to enable it to discharge its functions properly. The ARC meetings are held with the external auditors and by invitation, any Director and representatives from Management. The ARC also meets with the external and internal auditors, in each case, without the presence of Management, at least annually, to discuss any problems and concerns they may have. The ARC had met with the internal and external auditors Deloitte and Messrs KPMG LLP respectively, in the absence of Management during FY 2024.

The ARC reviewed the nature and extent of non-audit services provided by the external auditors during FY 2024 and the fees paid for such services, and is of the opinion that they would not affect the independence of the external auditors. The external auditors have also provided confirmation of their independence to the ARC. The aggregate amount of fees paid and payable to the external auditors for FY 2024 in respect of the audit services is approximately S\$380,000. Non-audit services were not rendered for FY 2024.

The Manager confirms that the appointment of the external auditors is in accordance with Rules 712 and 715 of the Listing Manual of the SGX-ST.

The Manager has established a Whistleblowing Policy, which is overseen by the ARC. The Whistleblowing Policy sets out the procedures for any suspected fraudulent or wrongful act, corruption or other improprieties by the Manager's Directors, officers or employees to be reported, and for the independent investigation of any reports and appropriate follow-up action to be taken. The objective of this policy is to provide a channel by which employees of the Manager or any other persons may, in confidence, safely raise their concerns to the Independent Chairman of the ARC about possible improprieties in matters of financial reporting or other matters in a responsible and effective manner. Under the whistleblowing policy, the whistleblower's identity will be kept confidential, unless disclosure is required by the court or other regulatory authorities. The Manager is committed to ensuring protection of the whistleblower against detrimental or unfair treatment. The Manager does not tolerate the harassment or victimisation of anyone reporting a genuine concern in good faith. Furthermore, no person should suffer reprisal as a result of reporting a genuine concern. The ARC reviews all whistleblowing reports at its scheduled meetings. Investigation of such reports are conducted by an independent review committee and appropriate follow-up actions are taken. The outcome of each investigation is reported to the ARC.

In the review of the Group's financial statements, the ARC discussed with Management the accounting principles that were applied and considered the clarity of key disclosures in the financial statements. In addition, the ARC reviewed, amongst other matters, the key audit matter, as reported by external auditors for the financial year ended 31 December 2024, relating to the valuation of investment properties.

The ARC reviewed the outcome of the established valuation process and discussed the details of the valuation with Management. The ARC considered the findings of the external auditors, including their assessment of the appropriateness of valuation methodologies and the underlying key assumptions applied in the valuation of investment properties. The ARC is satisfied with the valuation process, the methodologies used, and the valuation of the investment properties as adopted and disclosed in the financial statements. The ARC members take measures to keep abreast of changes of accounting standards and issues which have a direct impact on financial statements through attending training and seminars as well as receiving updates from the external auditors.

The ARC does not comprise former partners of the REIT's incumbent external auditors, Messrs KPMG LLP (a) within a period of two (2) years commencing from the date of their ceasing to be partners or directors of Messrs KPMG LLP; or (b) who have any financial interest in Messrs KPMG LLP.

The Board recognises the importance of maintaining a system of internal controls, procedures and processes for safeguarding the Unitholders' investment and the Manager's and the REIT's assets.

Corporate Governance

The internal audit function has been outsourced to an independent external service provider, Deloitte. To ensure that it performs its function adequately and effectively, Deloitte employs suitably qualified staff with the requisite skill sets and experience. The ARC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit. The ARC also reviews the needs of the internal audit function on a regular basis, including overseeing and monitoring the implementation of the improvements required for various internal control weaknesses identified by Management and the external auditors.

During FY 2024, Deloitte has conducted an audit review based on the approved internal audit plan. The results of the review were reported to the ARC. Key findings were highlighted for follow-up action. The ARC has reviewed the internal audit function and has concluded that the internal audit function was independent, effective and adequately resourced.

The ARC is satisfied that the appointed internal auditors are adequately qualified (given, inter alia, its adherence to standards set by internationally recognised professional bodies) and resourced, and has the appropriate standing in the Manager to discharge its duties effectively and independently. The internal auditors plan their internal audit schedules in consultation with, but independently of, Management and their plan is submitted to the ARC for approval prior to the beginning of each year. The primary reporting line of the internal audit function is to the ARC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to the Manager's documents, records, properties and personnel, including access to the ARC, and has appropriate standing within the Manager.

The ARC reviews and approves the internal audit plan on an annual basis to ensure the adequacy of the scope of audit. The ARC also reviews the needs of the internal audit function on a regular basis, including overseeing and monitoring the implementation of the improvements required for various internal control weaknesses identified by Management and the external auditors.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

The Manager is committed to treating all Unitholders fairly and equitably. All Unitholders enjoy specific rights under the Trust Deed and the relevant laws and regulations. These rights include, among other things, the right to participate in profit distributions. The Manager informs the Unitholders of the rules governing general meetings, and they are entitled to attend general meetings and are accorded the opportunity to participate effectively in and vote at general meetings. Unitholders will receive the notices of general meetings and may download these notices from the REIT's website at <http://www.bhgreit.com/> (the "**REIT Website**"). Notices of the general meetings will also be published on SGXNet. The Manager tables separate resolutions at general meetings of Unitholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled"; the Manager explains the reasons and material implications in the notice of meeting. Resolution by poll is carried out systematically with proper recording of votes cast and the resolutions passed.

The representatives of the Trustee, all the Directors (including the chairpersons of the Board, the ARC and the NRC), and the Manager's senior management attend the general meetings. The external auditors are also present to address any queries that Unitholders may have about the conduct of the audit and the preparation and content of the auditors' report. A record of the Directors' attendance at the general meeting can be found in the records of their attendance of meetings set out on page 36 of this Annual Report. Before and after the general meetings, the Chairman and other members of the Board will actively engage in dialogue with Unitholders, to gather views or inputs, and address Unitholders' concerns. Such interactions allow the Board to understand and consider the views and feedback from Unitholders and the Investment Community before formulating its key strategic decisions.

The previous annual general meeting (AGM) held for FY 2023 on 26 April 2024 was held in-person at Raffles City Convention Centre, Level 4, Minto Room. For the forthcoming AGM to be held on 28 April 2025 ("**AGM 2025**"), the meeting is set out in the notice of AGM dated 4 April 2025 and will be held in a wholly physical format. Details of the AGM 2025 and voting procedures is set out in the notice of AGM dated 4 April 2025. Unitholders will continue to be able proactively engage the Board and management on the Group's business activities, financial performance and other business-related matters.

For greater transparency, the Manager has implemented electronic poll voting at general meetings. This entails Unitholders being invited to vote on each of the resolutions by poll, using an electronic voting system (instead of voting by hands), thereby allowing all Unitholders present or represented at the meeting to vote on a one Unit, one vote basis. The results would be tallied and displayed live on-screen at the Meeting. The voting results of all votes cast for, against, or abstaining from each resolution is then screened at the meeting and announced to the SGX-ST after the meeting. An independent external party is appointed as scrutineer for the electronic voting process to count and validate the votes at general meetings. The Manager will continue to use the electronic poll voting system at the forthcoming annual general meeting. As the authentication of the identity of a Unitholder and other related security and integrity issues still remain a concern, the Manager has decided for the time being, not to implement absentia voting methods such as voting via mail, e-mail or fax (as recommended by Provision 11.4). The Manager is of the view that despite this deviation from Provision 11.4 of the 2018 Code, its practice is consistent with the intent of Principle 11 of the 2018 Code as Unitholders have opportunities to communicate their views on matters affecting the REIT even when they are not in attendance at general meetings, through the investor relations contact indicated on the REIT Website.

The Unitholders who are unable to attend meetings are provided with the option to appoint up to two (2) proxies, who may then attend and vote in his or her place at the general meetings via proxy forms submitted in advance (i.e. not less than forty-eight (48) hours before the time appointed for holding the general meeting). Unitholders such as nominee companies which provide custodial services for securities are not constrained by the two (2) proxy limitation, and are able to appoint more than two (2) proxies to attend, speak and vote at general meetings. The proxy form is sent with the notice of general meetings to Unitholders.

The minutes of Unitholders' meetings which capture the attendance of Board members at the meetings, matters approved by Unitholders, voting results and substantial and relevant comments or queries from Unitholders relating to the agenda of the general meeting together with responses from the Board and Management, are prepared by the Manager. These minutes are made available on the REIT Website as soon as practicable.

Corporate Governance

In accordance with the Prospectus for Initial Public Offering of the REIT dated 2 December 2015, the REIT's distribution policy is to distribute 100.0% of the REIT's Distributable Income for the Forecast Period 2015 and the Projection Year 2016. Thereafter, the REIT will distribute at least 90.0% of its Distributable Income for each financial year. For FY 2024, the Manager had made a distribution of 0.25 Singapore Cents per unit for the period from 1 January 2024 to 30 June 2024 on 27 September 2024, and a second distribution of 0.25 Singapore Cents per unit for the period from 1 July 2024 to 31 December 2024 on 28 March 2025. The REIT's distribution policy is intended to assist Unitholders in assessing the REIT's expectations of cash flows, its ability and propensity to use that cash flows to pay distributions to Unitholders and thus, assess the suitability of investing in the REIT and to provide consistency in the declaration of distributions to Unitholders.

Engagement with Shareholders

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Manager encourages the Unitholders' participation during the general meetings. The Unitholders are able to engage with the Board and Management on the REIT's business activities, financial performance and other business-related matters during such meetings. Resolutions are passed through a process of voting and Unitholders are entitled to vote in accordance with established voting rules and procedures.

The Manager prides itself on its high standards of disclosure and corporate transparency. The Manager aims to provide accurate, objective and timely information regarding the REIT's performance and progress and matters concerning the REIT and its business which are likely to materially affect the price or value of the Units, to Unitholders and the investment community, to enable them to make informed investment decisions. Further, the Manager has established procedures to ensure current Unitholders are informed in advance of meetings. They are encouraged to attend and participate in the process of these meetings, especially if they have questions regarding the resolutions that have been put up to be decided upon.

The Manager's dedicated Investor Relations ("IR") Manager is tasked with, and focuses on, facilitating communications between the REIT and its Unitholders, as well as with the investment community, analysts and the media. An IR policy is in place which allows for an ongoing exchange of views so as to actively engage and to promote regular, timely, accurate and fair communications with Unitholders. Contact details of the IR Manager are available on the REIT Website for Unitholders, investors and other stakeholders to channel their comments and queries.

Continuous and informed dialogue between the Manager and Unitholders is a central tenet of good corporate governance. Regular engagement between these parties will promote greater transparency. Material and other pertinent information such as press releases and presentation slides are released to the SGX-ST via SGXNET and the REIT Website. Both announcements through the REIT Website and the SGXNET are the principal media of communication with Unitholders. In FY 2024, the CEO and IR Manager met with potential investors and analysts through meetings and roadshows. Further details on the various activities organised by IR during the year can be found in the IR section on pages 80 to 82 of this Annual Report.

An electronic copy of the FY 2024 Annual Report has been uploaded on the REIT Website. Unitholders can access the FY 2024 Annual Report at <http://bhgreit.listedcompany.com/ar.html>.

The Trust Deed constituting the REIT is also available for inspection upon request at the Manager's office.¹

¹ Prior appointment with the Manager is appreciated

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Board's role includes considering sustainability as part of its strategic formulation. The Manager adopts an inclusive approach for the REIT by considering and balancing the needs and interests of material stakeholders, as part of the overall strategy to ensure that the best interests of BHG Retail REIT are served. The Manager is committed to sustainability and incorporates the key principles of environmental and social responsibility, and corporate governance in the REIT's business strategies and operations. The Board oversees sustainability matters and manages such matters through the Sustainability Officer and the individual committees. The Manager has arrangements in place to identify and engage with material stakeholder groups and to manage the REIT's relationships with such groups. Such arrangements include maintaining the REIT Website, which is kept updated with current information to facilitate communication and engagement with the REIT's stakeholders.

ADDITIONAL INFORMATION

Dealings in BHG Retail REIT Units

The Manager has adopted an internal compliance standard operating policy to provide guidance to its Directors, key officers and employees in respect of dealings in the REIT's Units. The policy permits the Directors and the Manager's key officers and employees to purchase Units, but sets clear limits on the transaction:

- Any officer or employee who wishes to purchase Units must complete a Staff Dealing Application Form and obtain approval from the Compliance Manager, CEO and Chairman of the Manager;
- If the REIT's financial results are reported semi-annually, a blackout period will be imposed one month prior to the half year and full year announcements of the REIT's financial results. If the REIT's financial results are reported quarterly, a blackout period will be imposed two weeks prior to the announcement of the REIT's financial results for each of the first three quarters of the financial year, and one month prior to the full year announcement of the REIT's financial results. During the blackout period, Directors, key officers and employees and related companies of the Beijing Hualian Group are strictly prohibited from dealing in Units; and
- Directors, key officers and employees are further prohibited from dealing in Units if they are in possession of insider information. Directors, officers and employees should not deal in Units on short-term considerations.

Conflict of Interests

The Manager has established the following controls to deal with potential conflicts of interest:

- The Manager will not manage any other real estate investment trust which invests in the same type of properties as the REIT;
- All key executive officers will work exclusively for the Manager and will not hold other executive positions in other entities;
- In respect of matters in which a Director or his or her associates (as defined in the Listing Manual of the SGX-ST) has an interest, direct or indirect, such Director will abstain from voting. In such matters, the quorum must comprise a majority of the Directors (excluding such Interested Directors);

Corporate Governance

- All resolutions in writing of the Directors in relation to matters concerning the REIT must be decided by at least a majority vote of the Directors (excluding any Interested Director), including at least one (1) Independent Director;
- At least one-third (1/3) of the Board shall comprise Independent Directors;
- In respect of matters in which the Sponsor and/or its subsidiaries have an interest, direct or indirect, any nominees appointed by the Sponsor and/or its subsidiaries to the Board to represent their interest will abstain from deliberation and voting on such matters. In such matters the quorum must comprise a majority of the Independent Directors and must exclude Nominee Directors of the Sponsor and/or its subsidiaries. The Manager is an indirect wholly owned subsidiary of the Sponsor; and
- The Manager will ensure that the Property Manager puts in place the necessary procedures to prevent the unauthorised disclosure of confidential information relating to the REIT.

It is also provided in the Trust Deed that if the Manager is required to decide whether or not to take any action against any person in relation to any breach of any agreement entered into by the Trustee for and on behalf of the REIT with a related party of the Manager, the Manager shall be obliged to consult with a reputable law firm (acceptable to the Trustee) who shall provide legal advice on the matter. If the said law firm is of the opinion that the Trustee has a prima facie case against the party allegedly in breach under such an agreement, the Manager shall be obliged to take appropriate action in relation to such agreement. The Directors of the Manager (including its Independent Directors) will have a duty to ensure that the Manager so complies. Further, the Manager shall inform the Trustee as soon as it becomes aware of any breach of any agreement entered into by the Trustee for and on behalf of the REIT with a related party of the Manager and the Trustee may take such action as it deems necessary to protect the rights of the Unitholders and/or which is in the interests of the Unitholders. Any decision by the Manager not to take action against a related party of the Manager shall not constitute a waiver of the Trustee's right to take such action as it deems fit against such related party.

Related Party/Interested Person Transactions

The Manager has established controls and reporting measures for handling Related Party/Interested Person Transactions. These ensure that such transactions are conducted on normal commercial terms and do not prejudice the interest of the Unitholders.

Further, the Manager maintains a register to record all transactions which may be considered as Related Party/Interested Person Transactions. The register is subject to regular review by the ARC in ensuring that the Manager conducts itself in accordance with the Listing Manual of the SGX-ST and the Property Funds Appendix of the Code on Collective Investment Schemes ("**CIS**") Code.

Transactions (whether a single transaction or a series of transactions involving the same Interested Person calculated together in aggregate over the course of the financial year) which exceed S\$100,000 in value but are below 3% of the REIT's net tangible assets are subject to review by the ARC and the Trustee.

Transactions (whether a single transaction or a series of transactions involving the same Interested Person calculated together in aggregate over the course of a financial year) which are valued between 3% to 5% of the REIT's net tangible assets are subject to an announcement by the Manager to the SGX-ST via SGXNET, and are further subject to review by the ARC and the Trustee prior to the Manager undertaking the transaction.

Transactions (whether a single transaction or a series of transactions involving the same Interested Person calculated together in aggregate over the course of a financial year) which are valued at 5% and above of the REIT's net tangible assets are subject to an announcement by the Manager to the SGX-ST via SGXNET, approval from the Unitholders prior to the transaction being entered into, and are further subject to review by the ARC, the Trustee, and an independent financial adviser. The Interested Person Transactions undertaken by the Manager are set out at the Interested Person Transactions section of this Annual Report.

Fees Payable to the Manager

Under the CIS Code, the Manager must justify the fees that are payable out of the deposited property of the fund, detailing the methodology and justification of each type of fee. The methodology for computing each type of fee is documented under Note 1 of the Notes to Financial Statements. The Manager earns a management fee for the management of the REIT's portfolio. For FY 2024, the Manager has elected to receive 100% of its management fee in the form of cash. The fee comprises two (2) components: the base fee and performance fee, which are detailed as follows:

- **Base Fee**
The base fee is calculated as a percentage of the distributable income and is payable on a quarterly basis. This fee allows the Manager to cover administrative and operational overheads. The Manager is entitled to receive a base fee not exceeding 10.0% per annum (or such lower percentage as the Manager may determine in its absolute discretion) of the annual distributable income. The Manager may elect to receive the fee in cash, Units, or a combination of cash and Units in any proportion it may determine, and the base fee shall be payable quarterly in arrears.
- **Performance Fee**
The performance fee is calculated based on an objective which aligns with the interest of Unitholders as a whole - it is payable only if the DPU in any financial year exceeds the DPU in the preceding financial year. The Manager is entitled to receive a performance fee of 25.0% per annum of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee but after accounting for the base fee in each financial year) multiplied by the weighted average number of Units in issue for such financial year. The Manager may elect to receive the fee in cash, Units, or a combination of cash and Units in any proportion it may determine, and the performance fee shall be payable annually.

For the purpose of computing the performance fee, the DPU is calculated based on all income arising from the operations of the REIT. These include, but are not limited to, rentals, interest, dividends and other similar payments and income arising from the authorised investments of the REIT, but exclude one-off income such as income arising from any sale or disposal of real estate (whether directly or indirectly through one or more SPVs) or any part thereof, and any investments forming part of the deposited property or any part thereof. For the purpose of computing the performance fee for FY 2024, the DPU for 2024 (being 1 January 2024 to 31 December 2024, both dates inclusive) is compared against the DPU in 2023. This method of computation is provided for in the Trust Deed.

- **Other Fees - Acquisition Fee**
The Manager is also entitled to an acquisition fee under clause 15.2 of the Trust Deed. This is earned upon the completion of an acquisition. The acquisition fee serves as an incentive and motivation for the Manager, as the Manager will expend a substantial amount of time, effort and resources in locating, reviewing and completing the acquisition process with the aim of growing the REIT's portfolio and providing the Unitholders with regular and stable distributions. The fee is equivalent to 0.75% for acquisitions from Related Parties/Interested Persons and 1.0% for all other cases. In accordance with the Property Funds Appendix, where the Manager receives a percentage-based fee when the REIT acquires real estate from a Related Party/Interested Person, the acquisition fee should be in the form of Units issued by the REIT, and these Units may not be sold within one (1) year from the date of their issuance.
- **Other Fees - Divestment Fee**
The Manager is entitled to a divestment fee under clause 15.2 of the Trust Deed, and is earned upon the completion of a divestment. The payment of the fee seeks to incentivise and motivate the Manager in actively seeking to maximise the value of the REIT by optimising its portfolio. The fee is equivalent to 0.50% for divestments. In accordance with the Property Funds Appendix, where the Manager receives a percentage-based fee when the REIT divests real estate to a Related Party/Interested Person, the divestment fee should be in the form of Units issued by the REIT, and these Units should not be sold within one (1) year from the date of their issuance.



BUILDING A VIBRANT MIX

We continued to be proactive in building a vibrant tenant mix by attracting new brands and cultivating new concepts from diverse sectors, enabling our malls to capitalise on changing consumption trends.



Operations Review

OCCUPANCY RATE

BHG Retail REIT's portfolio of quality retail assets continued to exhibit stability amidst recovering domestic consumption and retail sales in China in FY2024. As at 31 December 2024, BHG Retail REIT's committed occupancy rate remained strong at 95.8%.

Occupancy Rate (As at 31 December)	2024	2023
Multi-Tenanted		
Beijing Wanliu	97.8%	98.1%
Chengdu Konggang	95.5%	96.1%
Hefei Mengchenglu	94.1%	92.6%
Hefei Changjiangxilu	87.5%	86.3%
Master-Leased		
Xining Huayuan	100.0%	100.0%
Dalian Jinsanjiao	100.0%	100.0%
Portfolio	95.8%	95.6%

LEASING & ASSET MANAGEMENT ACTIVITIES

The majority of our leases operate on a structure that ensures rental income is derived from either a fixed base rent or a percentage of tenants' gross turnover ("**GTO**"), whichever is higher. For the financial year ended 31 December 2024, more than 90% of our gross rental income was secured through fixed rental payments, with the remaining portion coming from variable rental income. While our rental revenue remains predominantly stable, the inclusion of a GTO component allows us to benefit from tenants' business growth. Additionally, most leases with a tenure exceeding one year incorporate built-in rental escalations, ensuring steady income growth over time. Leasing demand and tenant retention rates remained strong in FY 2024, supported by the REIT's resilient portfolio.

Curating a Dynamic Retail Experience

We are committed to curating a dynamic and engaging retail environment by refreshing our tenant mix and enhancing the overall shopping experience. Through the introduction of new and popular F&B, retail, and lifestyle brands, as well as collaborations with existing tenants, we have strengthened our malls' appeal. These strategic efforts ensure our properties remain vibrant by catering to evolving consumer preferences and reinforcing their position as key lifestyle and shopping destinations.

In FY 2024, our malls welcomed a range of new lifestyle and retail offerings to enhance the shopping experience. Notable additions included La Chapelle Clothing 拉夏贝尔, Gu Yu Anime Collectibles 谷屿, Zhen Shang Yin Accessories 珍尚银, Jue Tiao Tai Qiu Billiard Bar 爵调台球, Mai Song KTV 麦颂, and CHAO KTV 立方, among others. These new tenants further enriched our retail mix, providing shoppers with a more diverse selection of fashion, entertainment, and lifestyle options.



NEW LIFESTYLE AND RETAIL OFFERINGS IN OUR MALLS

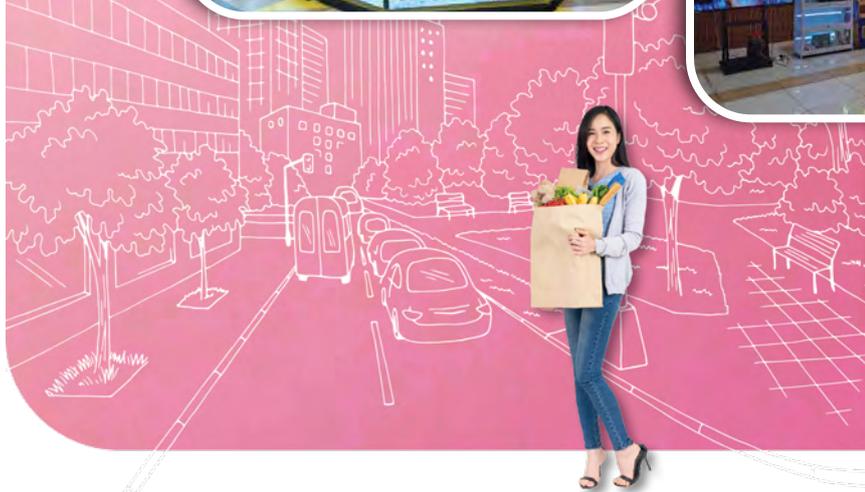
- 01 Tengye Styling 藤野造型
- 02 Gu Yu Anime Collectibles 谷屿
- 03 CHAO KTV 立方
- 04 La Chapelle Clothing 拉夏贝尔
- 05 Mai Song KTV 麦颂 KTV
- 06 Zhen Shang Yin Accessories 珍尚银



Operations Review

POPULAR F&B SELECTIONS

- 01 Mr. Jiliu Fried Chicken 鸡柳大人小吃摊
- 02 Food And Mood Dried Food 欧味多零食店
- 03 MoonRise Anime Cafe 梦月食
- 04 Wang Ji Beef Noodles 王记手擀面
- 05 Ah Qinjia KBBQ 阿亲家
- 06 Yeye Bu Pao Cha Beverage 爷爷不泡茶



OTHER NEW TENANTS IN OUR MALL

- 01 The Green Party Lifestyle Goods 绿光派对生活用品店
- 02 Gao Tu Children Education 高途素养儿童教育
- 03 Car Station Children's Playground 儿童游乐中心
- 04 iFLYTEK Electronics 科大讯飞科技电子商店



Fostering Meaningful Connections

At BHG Retail REIT, we believe that strong relationships form the foundation of thriving communities. Our malls serve as more than just retail spaces — they are social hubs where connections are forged, and neighborhoods come to life. By fostering close partnerships with our tenants and creating engaging spaces for visitors, we contribute to the vibrancy and dynamicity of our surrounding communities. We remain steadfast in our commitment to delivering long-term value to both our tenants and the communities we serve.



Operations Review

ENGAGING SHOPPERS AND COMMUNITIES

- 01 Balloon Drop @ Hefei Changjiangxilu
- 02 Community Cycling Event @ Beijing Wanliu
- 03 E-Sports Gaming Tournament @ Beijing Wanliu
- 04 Subway Sandwich Eating Competition @ Chengdu Konggang



CHILDREN & FAMILY ACTIVITIES

- 01 Mascot Parade @ Hefei Changjiangxilu
- 02 Dancing Event @ Chengdu Konggang
- 03 DIY Burger @ Chengdu Konggang
- 04 Art & Craft @ Hefei Changjiangxilu

TOP TEN TENANTS¹

No.	Tenant Name	Brand Name	Mall	Trade Sector	Lease Expiry	% Gross Rental Income
1	北京华联生活超市有限公司	BHG超市	Beijing Wanliu Mall, Hefei Changjiangxilu Mall, Xining Huayuan Mall, Dalian Jinsanjiao Property	Supermarket	Nov 2040 Jan 2039 Dec 2034 Dec 2034	15.0%
2	次元结界(广州)科技文化发展有限公司	次元结界	Hefei Mengchenglu Mall	Leisure & Entertainment	Feb 2027	1.7%
3	北京华联万柳影院管理有限公司	华联影院	Beijing Wanliu Mall	Leisure & Entertainment	Jul 2032	1.2%
4	成都盒马鲜生网络科技有限公司	盒马鲜生	Chengdu Konggang Mall	Supermarket	Oct 2035	1.2%
5	成都蓉平影院管理有限公司	华联影院	Chengdu Konggang Mall	Leisure & Entertainment	Feb 2029	1.1%
6	海鸿达(北京)餐饮管理有限公司	海底捞	Beijing Wanliu Mall	F&B	Jan 2025	0.9%
7	王玉飞	万客来	Hefei Mengchenglu Mall	Retail	Feb 2032	0.8%
8	合肥庐平电影放映有限公司	华联影院	Hefei Mengchenglu Mall	Leisure & Entertainment	Sep 2028	0.7%
9	合肥华联湖东影院管理有限公司	华联影院	Hefei Mengchenglu Mall	Leisure & Entertainment	Aug 2031	0.7%
10	北京赫石体育文化发展有限公司	赫石小超人	Beijing Wanliu Mall	Kids' Education/ Retail	May 2027	0.7%
Top 10 Tenants						24.0%

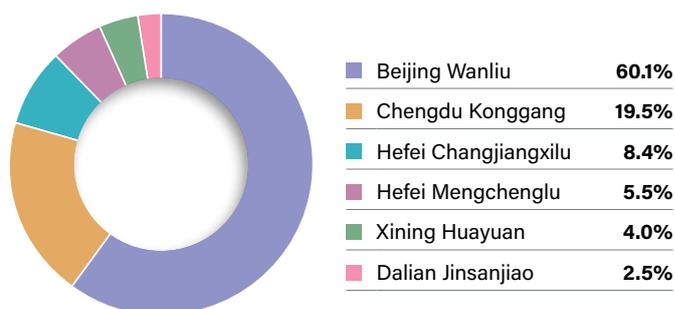
¹ The table above sets out information about the top ten tenants based on Gross Rental Income for the month of December 2024.

Financial Review

GROSS REVENUE

Gross revenue in RMB and SGD was approximately RMB 1.8 million (0.6%) higher year-on-year and S\$1.0 million (-1.6%) lower year-on-year respectively. The lower gross revenue in SGD was mainly due to the weakening of RMB against SGD during the financial year.

BREAKDOWN OF GROSS REVENUE BY PROPERTY^{1,2}



Gross Revenue	RMB'000		S\$'000	
	FY 2024	FY 2023	FY 2024	FY 2023
Multi-tenanted				
Beijing Wanliu	197,094	189,328	36,625	35,971
Chengdu Konggang	63,894	60,429	11,873	11,481
Hefei Changjiangxilu	27,457	29,535	5,102	5,611
Hefei Mengchenglu	18,531	17,798	3,443	3,381
	306,976	297,090	57,043	56,444
Master-leased				
Xining Huayuan	12,978	17,109	2,412	3,251
Dalian Jinsanjiao	8,085	12,008	1,502	2,281
	21,063	29,117	3,914	5,532
Portfolio	328,039	326,207	60,957	61,976

¹ Based on FY 2024 results.

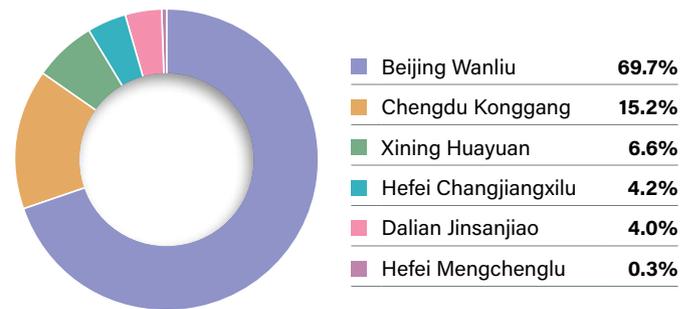
² Based on 100% contribution from Beijing Wanliu.

NET PROPERTY INCOME

Net property income in RMB and SGD was approximately RMB 7.3 million (-4.0%) lower year-on-year and S\$2.1 million (-6.1%) lower year-on-year respectively. The lower net property income in SGD was mainly due to higher operating costs and rental support provided to Dalian Jinsanjiao and Xining Huayuan during their asset enhancement initiatives.

Property operating expenses in SGD was S\$1.1 million (4.1%) higher year-on-year, driven by expenses, such as higher property tax and higher property management fees, that were incurred due to the increased in revenue.

BREAKDOWN OF NET PROPERTY INCOME BY PROPERTY^{1,2}



Net Property Income	RMB'000		S\$'000	
	FY 2024	FY 2023	FY 2024	FY 2023
Multi-tenanted				
Beijing Wanliu	123,365	119,375	22,924	22,680
Chengdu Konggang	26,825	27,158	4,984	5,160
Hefei Changjiangxilu	7,375	9,552	1,371	1,815
Hefei Mengchenglu	486	1,206	90	229
	158,051	157,291	29,369	29,884
Master-leased				
Xining Huayuan	11,644	15,769	2,165	2,996
Dalian Jinsanjiao	7,047	10,958	1,309	2,082
	18,691	26,727	3,474	5,078
Portfolio	176,742	184,018	32,843	34,962

¹ Based on FY 2024 results.

² Based on 100% contribution from Beijing Wanliu.

Financial Review

DISTRIBUTION

Based on the closing price of S\$0.450 as at 31 December 2024 and aggregated distribution per unit ("DPU") for FY 2024 of 0.50 Singapore cents, BHG Retail REIT's annual distribution yield was 1.11%.

DPU (Singapore Cents)	FY 2024	FY 2023
First Half	0.25	0.35
Second Half	0.25	0.08
Total	0.50	0.43

INDEPENDENT VALUATION OF INVESTMENT PROPERTIES¹

As at 31 December 2024, BHG Retail REIT's investment properties were valued at RMB 4,729.0 million and S\$885.3 million. The valuation represents an increase of RMB 6.0 million (0.1%) from the independent valuation as at 31 December 2023 of RMB 4,723.0 million.

Investment Properties (millions)	RMB		S\$	
	2024	2023	2024	2023
Beijing Wanliu	2,557.0	2,551.0	478.7	474.3
Chengdu Konggang	674.0	674.0	126.2	125.3
Hefei Mengchenglu	595.0	587.0	111.4	109.2
Hefei Changjiangxilu	485.0	483.0	90.8	89.8
Xining Huayuan	259.0	266.0	48.5	49.5
Dalian Jinsanjiao	159.0	162.0	29.7	30.1
Portfolio	4,729.0	4,723.0	885.3	878.2

¹ Based on independent valuation from Knight Frank Petty Limited as at 31 December 2024.



CAPITAL MANAGEMENT

BHG Retail REIT's borrowings include two onshore secured borrowing facilities of RMB 192.5 million and RMB 104.5 million respectively, and an offshore secured borrowing facility of S\$252.0 million. As at 31 December 2024, the S\$252.0 million offshore facility was fully drawn down, while RMB 178.5 million and RMB 99.1 million were drawn down from the RMB 192.5 million and RMB 104.5 million onshore facilities respectively.

On 28 November 2024, MAS announced that a minimum Interest Coverage Ratio ("ICR") of 1.5 times and an aggregate leverage limit of 50% will be applied to all REITs with immediate effect.

On 14 March 2025, the REIT has rolled over its existing secured term loan facilities under its S\$252 million offshore facilities agreement. The facilities mature within 3 years.

The REIT continually monitors its aggregate leverage limit and maintains it within the approved limits, which provides comfortable debt headroom to facilitate any potential acquisition growth. More than 80% of borrowings are denominated in Singapore dollars, of which about 50% of offshore syndicated borrowings are hedged via interest rate swaps. Weighted average term to maturity was 0.2 years as at 31 December 2024.

Key Financial Indicators

As at 31 December 2024

Aggregate leverage ¹	39.6%
Interest Coverage Ratio (times)	1.7
Weighted average term to maturity (years)	0.2
Average cost of debt ²	5.5%

¹ Based on total loans and borrowings principal attributable to Unitholders divided by total assets attributable to Unitholders.

² Average cost of debt will be 6.3% per annum if amortisation of loan establishment fee is included.

Portfolio Overview¹

GROSS FLOOR AREA

311,691 sqm

2024 GROSS REVENUE

S\$61.0m

OCCUPANCY RATE

95.8%

NET LETTABLE AREA

179,123 sqm

INDEPENDENT VALUATION²

RMB 4,729.0m (100%)

RMB 3,706.2m

(Based on 60% interest of Beijing Wanliu)

WEIGHTED AVERAGE LEASE EXPIRY BY NLA

5.1 years

NO. OF LEASES

749

2024 NET PROPERTY INCOME

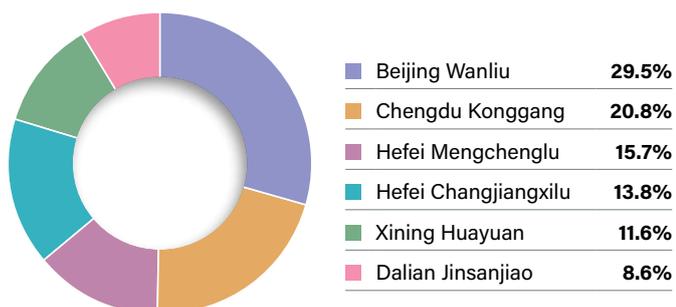
S\$32.8m

WEIGHTED AVERAGE LEASE EXPIRY BY GROSS RENTAL INCOME

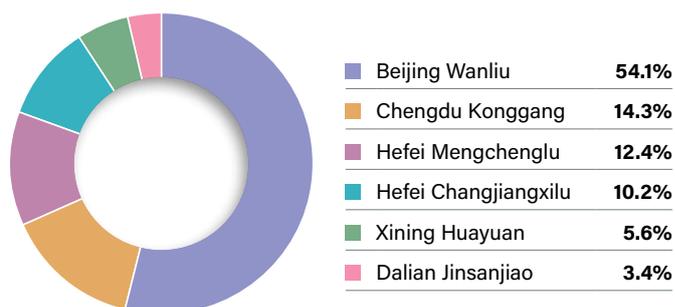
3.0 years

BHG Retail REIT's portfolio consists of six retail properties located in areas surrounded by growing middle or upper-middle income households. Our retail malls serve their communities through their wide range of products, excellent experiential services and popular community engagement activities. Of the six properties, four are multi-tenanted, namely Beijing Wanliu, Chengdu Konggang, Hefei Mengchenglu and Hefei Changjiangxilu. The remaining two properties, Xining Huayuan and Dalian Jinsanjiao, are master-leased to Beijing Hualian Life Supermarket Co, Ltd.

BREAKDOWN OF NLA BY PROPERTY



BREAKDOWN OF VALUATION BY PROPERTY²



¹ As at 31 December 2024.

² Based on independent valuation from Knight Frank Petty Limited as at 31 December 2024.



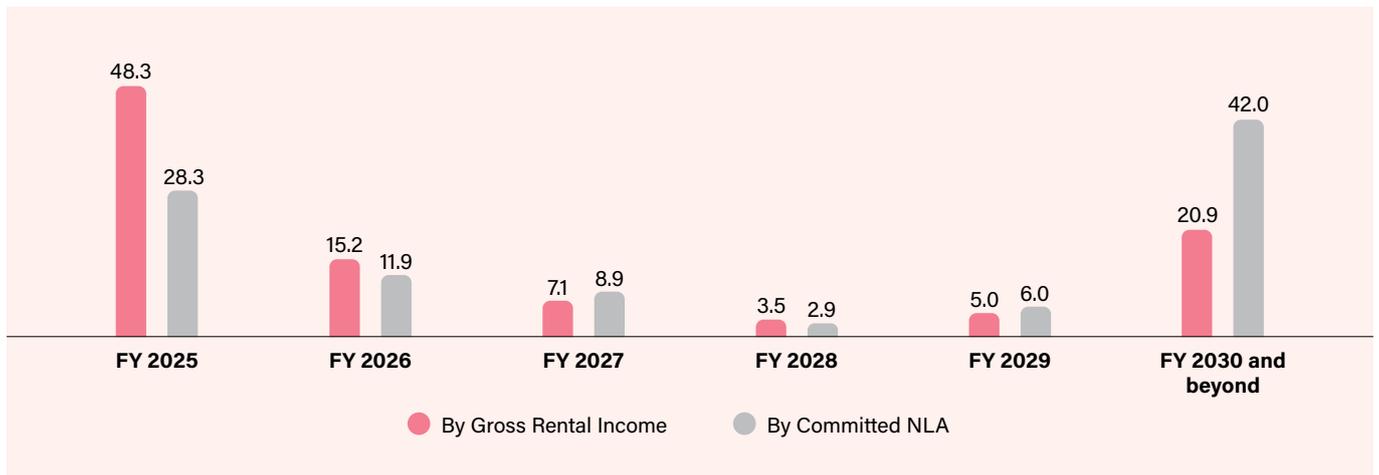
PORTFOLIO LEASE EXPIRY PROFILE AS AT 31 DECEMBER 2024

As at 31 December 2024, the portfolio has a weighted average lease expiry of 3.0 years by gross rental income, and 5.1 years by net lettable area. Our lease terms typically range from one to three years. Certain key or anchor tenants may be offered longer term leases.

For new and renewed leases which commenced in FY 2024, the weighted average lease expiry based on the date of commencement of the leases is 2.3 years (by gross rental income) and accounts for 19.1% of the gross rental income for the month of December 2024.

LEASE EXPIRY PROFILE (%)

(As at 31 December 2024)

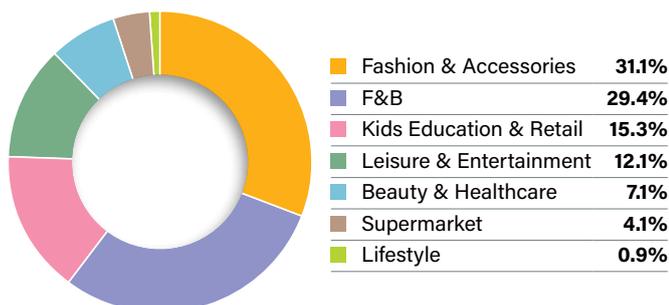


TENANTS BY TRADE SECTOR

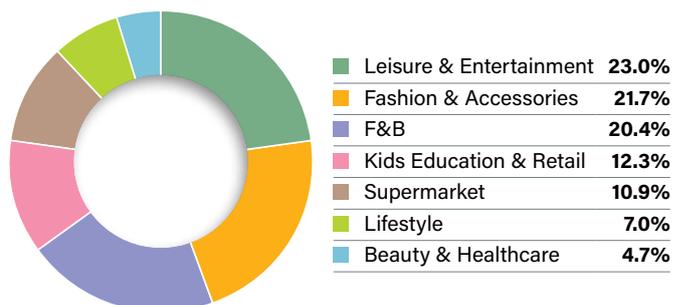
(As at 31 December 2024)

MULTI-TENANTED MALLS (AS AT 31 DECEMBER 2024)

BREAKDOWN OF GROSS RENTAL INCOME BY TRADE SECTOR (%)



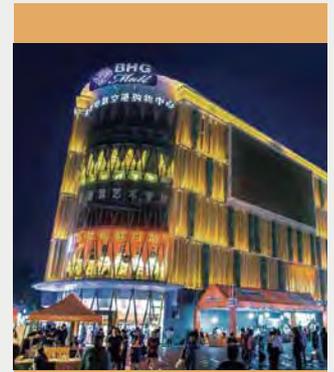
BREAKDOWN OF NET LETTABLE AREA BY TRADE SECTOR (%)



¹ As percentage of the portfolio's gross rental income for the month of December 2024.

² As percentage of the portfolio's net lettable area as at 31 December 2024.

Portfolio Overview



BEIJING WANLIU

CHENGDU KONGGANG

Address

No. 2
Bagou Road,
Haidian District,
Beijing

No. 166
Jinhua Road,
Second Section,
Shuangliu County,
Chengdu

Commencement of Operations (Year)

Aug 2010

Dec 2013

Gross Floor Area ("GFA") sqm

105,920

71,917

Net Lettable Area ("NLA") sqm

52,992

37,205

No. of Leases

321

269

Independent Valuation¹ (RMB million)

2,557.0 (100%)
1,534.2 (60%)

674.0

Purchase Price^{2,3} (RMB million)

1,838.6 (100%)
1,103.1 (60%)

602.1

FY 2024 Gross Revenue (S\$ million)

36.6

11.9

FY 2024 Net Property Income (S\$ million)

22.9

5.0

Occupancy Rate (%)

97.8

95.5

Weighted Average Lease Expiry By NLA (years)

3.1

2.7

Weighted Average Lease Expiry By Gross Rental Income (years)

2.0

1.7

Term of Land Use (Expiring on)

29 Aug 2044
(29 Aug 2054
for car park)

23 May 2047
(23 May 2077
for car park)

			
HEFEI MENGCHENGLU	HEFEI CHANGJIANGXILU	XINING HUAYUAN	DALIAN JINSANJIAO
No. 99 Mengcheng Road, Luyang District, Hefei	No. 639 Changjiangxilu Road, Shushan District, Hefei	No. 16-19 Shipo Street, Chengzhong District, Xining	No. 18 Huadong Road, Ganjingzi District, Dalian
Feb 2013	Nov 2010	Aug 2000	Jul 2000
49,699	48,003	20,807	15,345
28,067	24,707	20,807	15,345
55	102	1	1
595.0	485.0	259.0	159.0
563.5	334.0 ³	254.4	135.7
3.4	5.2	2.4	1.5
0.1	1.4	2.1	1.3
94.1	87.5	100.0	100.0
3.5	5.4	10.0 ⁴	10.0 ⁴
2.3	2.5	10.0 ⁴	10.0 ⁴
31 Aug 2044	30 April 2043	19 Aug 2048	27 Feb 2042

¹ Based on independent valuation from Knight Frank Petty Limited as at 31 December 2024.

² Based on purchase price and SGD/RMB exchange rate as disclosed in the IPO prospectus.

³ Based on circular to unitholders in relation to the proposed acquisition of Hefei Changjiangxilu.

⁴ Remaining lease (years).

Property Highlights



Beijing Wanliu

北京万柳

**Premium Community
Mall in Beijing's High
Income Residential
District**

BEIJING WANLIU is situated in Haidian District, which is one of the largest urban districts of Beijing by population and its residents have one of the highest per capita disposable income in Beijing.

Catering to the growing needs of middle-to-high income families and professionals living and working in Wanliu, Beijing Wanliu stands out with six floors of premium retail and quality experiential services. The multi-tenanted Beijing Wanliu is surrounded by high-end residential communities whose residents enjoy coming to the mall for a wide range of lifestyle options such as fashion, dining, education and entertainment.

Beijing Wanliu is easily accessible via main roads, subway and buses. It is close to China's prestigious Peking University, Tsinghua University and Renmin University, as well as the Summer Palace and Wanliu Golf Club, the only golf club within the Fourth Ring Road of Beijing. The mall is also a short drive to the Zhongguancun technology hub, often referred to as the Silicon Valley of China.

INDEPENDENT VALUATION

RMB2,557.0 million (100%)

RMB1,534.2 million (60%)

NET LETTABLE AREA

52,992 sqm

NO. OF TENANTS

321

OCCUPANCY RATE

97.8%

WEIGHTED AVERAGE LEASE EXPIRY

(Based on Net Lettable Area)

3.1 years

FY 2024 GROSS REVENUE

S\$36.6 million

FY 2024 NET PROPERTY INCOME

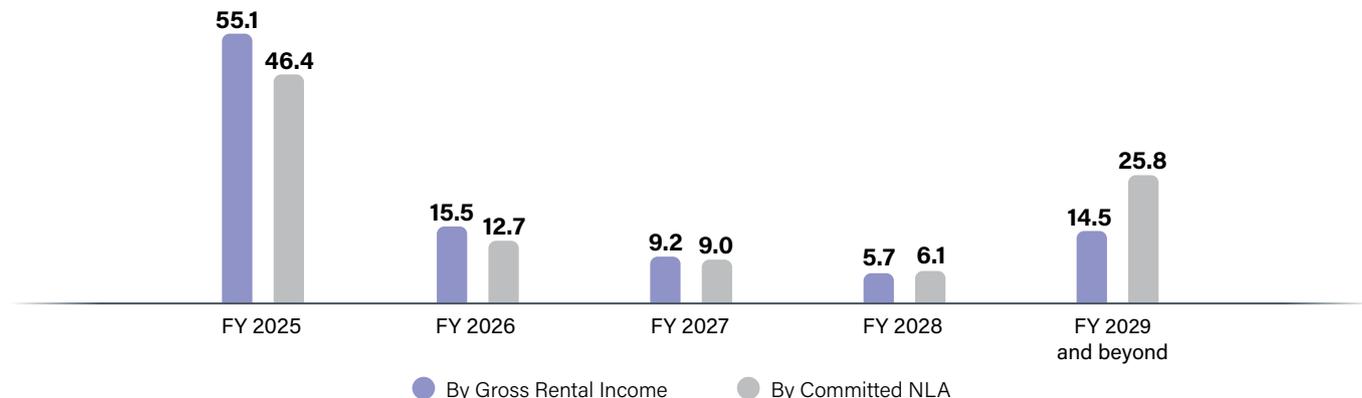
S\$22.9 million

TENANTS INCLUDE

- BHG Life Supermarket
- Watsons
- H&M
- Uniqlo
- Calvin Klein Jeans
- Tommy Hilfiger
- Teenie Weenie
- Nike
- Decathlon
- The North Face
- Pop Mart
- Lego
- McDonald's
- Yoshinoya
- Hai Di Lao
- Pizza Hut
- KFC
- Burger King
- Wagas
- Starbucks
- Costa Coffee
- Paris Baguette
- Chow Tai Fook

LEASE EXPIRY PROFILE²

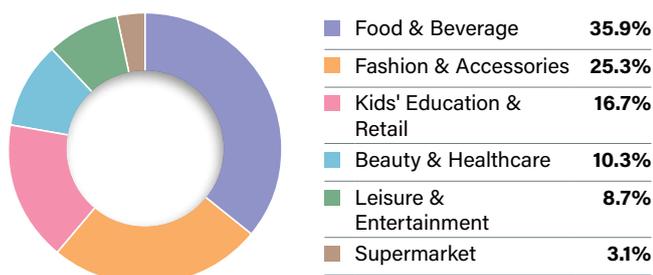
(As at 31 December 2024)



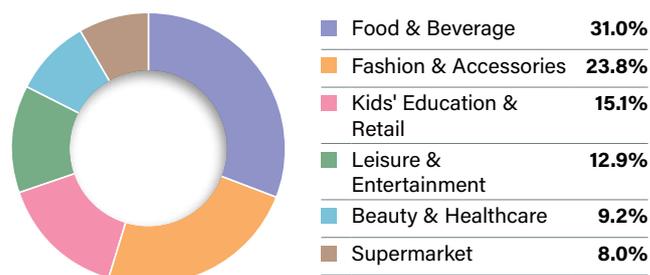
TENANTS BY TRADE SECTORS

(As at 31 December 2024)

BREAKDOWN OF GROSS RENTAL INCOME BY TRADE SECTOR¹



BREAKDOWN OF NLA BY TRADE SECTOR¹



¹ As at 31 December 2024.

² Excludes Vacancy.

Property Highlights



Chengdu Konggang

成都空港

Destination Mall for Chengdu's Growing Middle and Upper-Middle Income Families In The Area

CHENGDU KONGGANG brings quality shopping and experiential lifestyle services to the city's growing middle and upper-middle income families. The mall has a diversified tenant base offering residents in the neighbourhood a variety of services including a supermarket, fitness centre, KTV as well as a number of food and beverage outlets, restaurants and international and local brands for the best shopping experience. Shuangliu County is located at the south- western part of the city centre and occupies an area of about 431 square kilometres. Chengdu Konggang sees steady daily traffic due to its strong multi-tenant mix as well as its strategic location. Located in Shuangliu County in Chengdu, Sichuan Province, the mall is served by the Shuangliu railway station and is just a five minutes drive to Shuangliu International Airport.

Chengdu Konggang serves as the heart of its community, providing popular activities and events in celebration of major festivals and community activities for families and young professionals living in the high density residential projects nearby.

INDEPENDENT VALUATION

RMB674.0 million

NET LETTABLE AREA

37,205 sqm

NO. OF TENANTS

269

OCCUPANCY RATE

95.5%

WEIGHTED AVERAGE LEASE EXPIRY

(Based on Net Lettable Area)

2.7 years

FY 2024 GROSS REVENUE

S\$11.9 million

FY 2024 NET PROPERTY INCOME

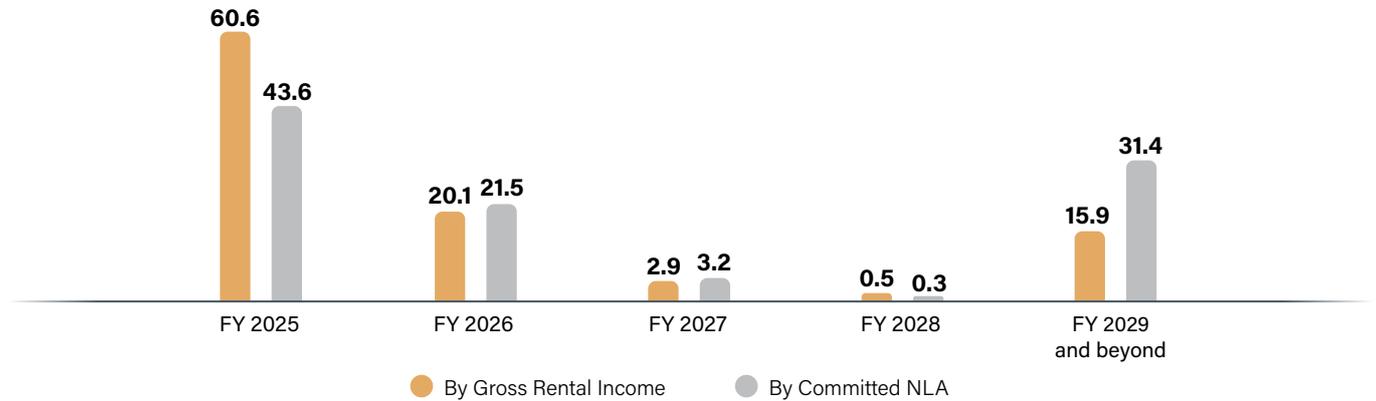
S\$5.0 million

TENANTS INCLUDE

- Hema
- Watsons
- Pizza Hut
- Honor
- La Chapelle
- Yishion
- Nike
- Adidas
- Miniso
- HLA
- Anta Kids
- KFC
- Mixue
- Starbucks
- Chow Tai Seng
- Naixue
- Hai Di Lao
- Jibulu
- Goodwood

LEASE EXPIRY PROFILE²

(As at 31 December 2024)



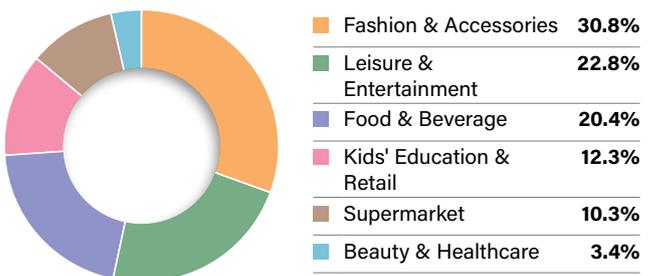
TENANTS BY TRADE SECTORS

(As at 31 December 2024)

BREAKDOWN OF GROSS RENTAL INCOME BY TRADE SECTOR¹



BREAKDOWN OF NLA BY TRADE SECTOR¹



¹ As at 31 December 2024.

² Excludes Vacancy.

Property Highlights



Hefei Mengchenglu

合肥蒙城路

One of Hefei City's
Most Popular
Shopping Centres

HEFEI MENGCHENGLU is located in Hefei City, the provincial capital and largest city of Anhui Province in China. It is also the political, economic and cultural center of Anhui province.

Hefei Mengchenglu is situated near the northwest corner of the intersection of Beier Ring Road and Mengcheng Road, North of Luyang District. It is also located in Hefei's North First Ring retail hub, which comprises several matured communities of residents, high quality office projects and commercial facilities. The mall is frequented by families and professionals for retail goods and services such as fashion, dining and entertainment.

Hefei Mengchenglu is easily accessible via several main roads and is only a five minutes walk from two bus stations – the North Station of Baishuiba and the West Station of Baishuiba. The mall is located near government organisations such as the Luyang District Government, Luyang Administrative Service Center, and Hefei Justice Bureau. Several commercial buildings such as Fortune Plaza, Xintiandi, Hongda Building, and Zhidi HSBC Plaza are also located in the vicinity.

INDEPENDENT VALUATION

RMB595.0 million

NET LETTABLE AREA

28,067 sqm

NO. OF TENANTS

55

OCCUPANCY RATE

94.1%

WEIGHTED AVERAGE LEASE EXPIRY

(Based on Net Lettable Area)

3.5 years

FY 2024 GROSS REVENUE

S\$3.4 million

FY 2024 NET PROPERTY INCOME

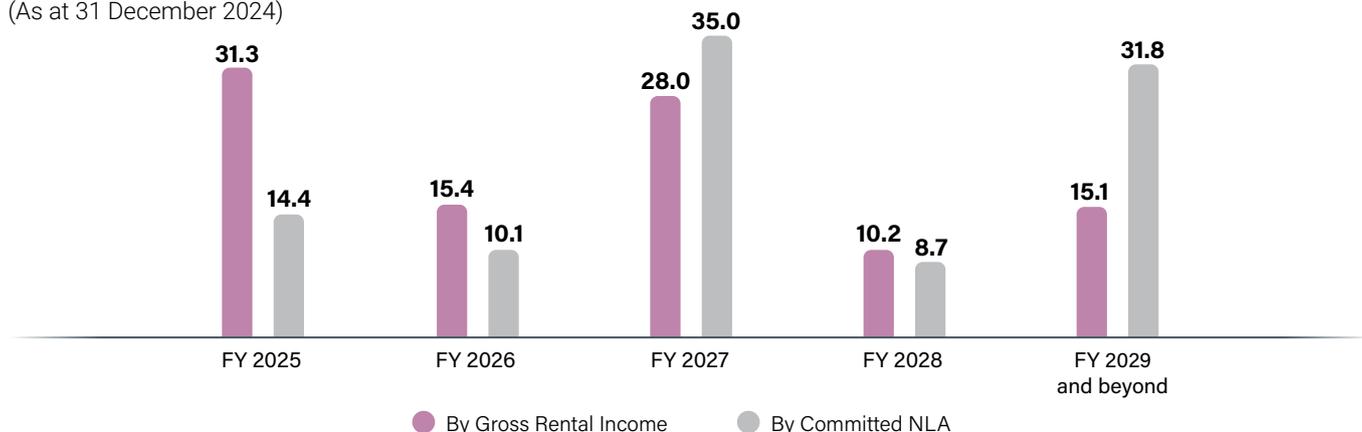
S\$0.1 million

TENANTS INCLUDE

- Burger King
- Starbucks
- Pizza Hut
- Huawei
- Watsons
- Heytea
- Hai Di Lao Hotpot
- Chow Tai Fook
- Miniso
- Come Wonka (卡旺卡)
- La Chapelle (拉夏贝尔)
- Zan Kee (詹记)
- ALICE TREND
- Fan Wenhua (樊文花)
- Wan Ke Lai (万客来)
- Fan Zi Gu (番之谷)
- Haobo (好波)
- Old Movies (老电影)
- Mu Tong Ji - Stinky Mandarin Fish (木桶记 - 臭鳜鱼)
- Warrior/Old Tailor (回力/老裁缝)

LEASE EXPIRY PROFILE²

(As at 31 December 2024)



TENANTS BY TRADE SECTORS

(As at 31 December 2024)

BREAKDOWN OF GROSS RENTAL INCOME BY TRADE SECTOR¹



BREAKDOWN OF NLA BY TRADE SECTOR¹



¹ As at 31 December 2024.

² Excludes Vacancy.

Property Highlights



Hefei Changjiangxilu

合肥长江西路

**A Heartland Mall That
Serves Neighbouring
Residential Communities**

HEFEI CHANGJIANGXILU is located in Shilimiao Community, Jinggang Town, Shushan District. Shushan District is located at the west part of the city center and occupies an area of about 663 square kilometres. Shushan District is clustered with many research institutions, hightech firms and industrial park in Hefei.

Hefei Changjiangxilu is located at the junction of Huaining North Road and Changjiang West Road, the two main roads of Hefei city, and close to several public bus stations in the vicinity. It is well connected to the Hefei Metro Line 2, and connects Shushan District with two other major districts in Hefei. Hefei Metro Line 2 has brought about greater shopper traffic to the area and has increased the footfall of Hefei Changjiangxilu. Hefei Changjiangxilu is also situated approximately 10 km away from Hefei's central business district, 13 km away from the Zhengzhou East Railway Station, 14.5 km away from Hefei South Railway Station, and 32.6 km away from Hefei Xinqiao International Airport.

INDEPENDENT VALUATION

RMB485.0 million

NET LETTABLE AREA

24,707 sqm

NO. OF TENANTS

102

OCCUPANCY RATE

87.5%

WEIGHTED AVERAGE LEASE EXPIRY

(Based on Net Lettable Area)

5.4 years

FY 2024 GROSS REVENUE

S\$5.2 million

FY 2024 NET PROPERTY INCOME

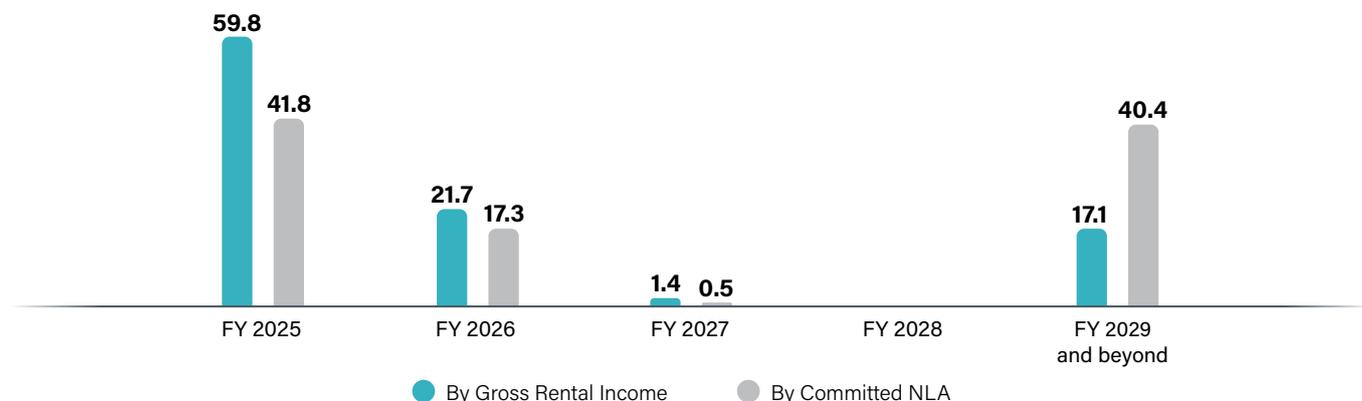
S\$1.4 million

TENANTS INCLUDE

- BHG Hypermarket
- Pizza Hut
- KFC
- Luckin Coffee
- Coco Fresh Tea & Juice
- Watsons
- Xiaomi Home
- Huawei
- Honor
- MINISO
- Dr. Plant
- Chow Tai Fook
- Lao Feng Xiang (老凤祥)
- Yearcon (意尔康)
- Plover
- Marvel Black Panther
- Snoopy
- ABC Kids
- Spiderman
- Red Dragonfly Kids Shoes (红蜻蜓童鞋)

LEASE EXPIRY PROFILE²

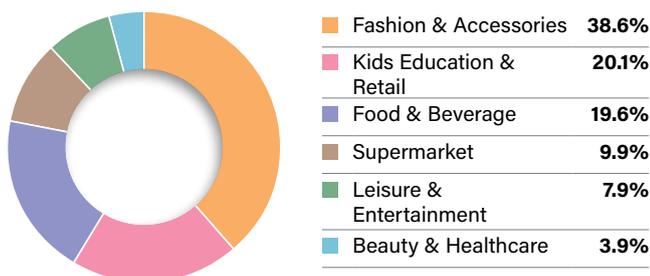
(As at 31 December 2024)



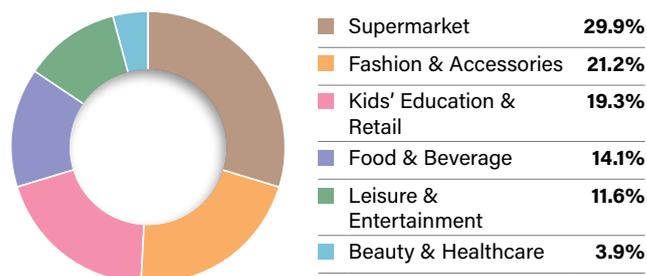
TENANTS BY TRADE SECTORS

(As at 31 December 2024)

BREAKDOWN OF GROSS RENTAL INCOME BY TRADE SECTOR¹



BREAKDOWN OF NLA BY TRADE SECTOR¹



¹ As at 31 December 2024.

² Excludes Vacancy.

Property Highlights



Xining Huayuan

西宁花园

**Popular Retail Hub
in Xining, Tibetan
Plateau's Largest City**

XINING HUAYUAN is a four-storey retail hub set in the Ximen-Dashizi area, a traditional and core retail hub in Xining. The mall's master lessee is Beijing Hualian Life Supermarket which offers a wide range of quality fresh produce, daily necessities and household items sourced locally and internationally.

Xining Huayuan is frequented by the residents living and working in the area. Shoppers love the mall for its convenience and fresh produce at reasonable prices.

Easily and conveniently accessible, Xining Huayuan is well connected through several major roads and bus lines in the city.

INDEPENDENT VALUATION

RMB259.0 million

NET LETTABLE AREA

20,807 sqm

LEASE EXPIRY

(Based on Net Lettable Area)

10.0 years

OCCUPANCY RATE

100.0%

FY 2024 GROSS REVENUE

S\$2.4 million

FY 2024 NET PROPERTY INCOME

S\$2.1 million



Dalian Jinsanjiao

大连金三角

A Key Destination for Daily Essentials

Situated amidst residential estates in Dalian, **DALIAN JINSANJIAO** offers residents and professionals living and working in the area a reliable source of groceries and general merchandise.

Popular with middle income families and professionals living in the surrounding residential neighbourhoods, this supermarket offers a wide range of products that meet their lifestyle needs.

Dalian Jinsanjiao is conveniently located on major transportation networks and close to Dalian's only retail area in the north, Huanan retail hub. The supermarket is easily accessible via main roads and several bus lines in the city.

INDEPENDENT VALUATION

RMB159.0 million

NET LETTABLE AREA

15,345 sqm

LEASE EXPIRY

(Based on Net Lettable Area)

10.0 years

OCCUPANCY RATE

100.0%

FY 2024 GROSS REVENUE

US\$1.5 million

FY 2024 NET PROPERTY INCOME

US\$1.3 million

CREATING POSITIVE IMPACT

Guided by our community-focused philosophy and corporate social responsibility initiatives, we remain committed towards supporting the well-being of the communities we operate in and strive to uplift the lives of residents.





Investor Relations



BHG Retail REIT's investor relations adheres to a high standard of corporate governance and transparency in our communication with stakeholders. The Manager is committed to delivering clear, timely, regular and unbiased information to the investment, research and media communities. All material information such as announcements, press releases, presentation slides, annual reports and publications will be released via SGXNET and our corporate website. Unitholders can sign up for quick access to our announcements and press releases via an available email alert service on our corporate website.

PROACTIVE INVESTORS ENGAGEMENT

The Manager is committed to forging long term relationships with investors, research analysts and the media. We firmly believe in regular communication and have participated in meetings with investors and research communities to keep them apprised of the REIT's developments.

During the year, BHG Retail REIT continued to proactively engage with retail and institutional investors, and others in investment and research communities via teleconferences and one-to-one meetings. We continued to work closely with sell-side brokers, banks and securities firms to widen our network of institutional investors, family offices

and high-net-worth individuals across various geographies.

The Board and the Manager of BHG Retail REIT encourages Unitholders to attend its Annual General Meeting. The Notice of AGM and related information are made available before the AGM in accordance with regulatory requirements, to provide Unitholders with sufficient advance notice of the event.

RECOGNITION & ACCOLADES

In April 2024, BHG Retail REIT was conferred three awards at the Global CSR & ESG Awards 2024. BHG Retail REIT was conferred the Platinum award for 'Best Corporate Communications and Investor Relations', the Gold award for 'Best CEO' and the Silver award for 'CSR & ESG Leadership' categories. In October 2024, BHG Retail REIT was conferred two awards at The Asia Pacific Best of the Breeds REITs Awards 2024, specifically the Platinum Award in the 'Best Retail REIT (for companies with less than US\$500 million in market capitalization)' category and the Gold Award in the 'Best Investor Relations (for companies with less than US\$500 million in market capitalization)' category. These awards serve as an affirmation of our efforts in driving sustainability, commitment to good corporate governance practices and proactive communication with the investment community.

FY 2024 INVESTOR RELATIONS CALENDAR

<ul style="list-style-type: none"> ● FEBRUARY 2024 <ul style="list-style-type: none"> ■ FY 2023 Full Year Results ● APRIL 2024 <ul style="list-style-type: none"> ■ FY 2023 Annual General Meeting ■ The Global CSR & ESG Awards 2024 BHG Retail REIT received three awards at The Global CSR & ESG Awards 2024™. The REIT was conferred the Platinum Award for 'Best Corporate Communications and Investor Relations', the Gold Award for 'Best CEO' and the Silver Award for 'CSR & ESG Leadership' categories ● MAY 2024 <ul style="list-style-type: none"> ■ REITs Symposium 10 Anniversary 2024 Panel Presentation And Exhibition Booth ■ 1Q 2024 Business Updates ● AUGUST 2024 <ul style="list-style-type: none"> ■ FY 2024 Half Yearly Results ■ CGS international Securities Webinar ■ Phillip Securities Webinar 	<ul style="list-style-type: none"> ● OCTOBER 2024 <ul style="list-style-type: none"> ■ The Asia Pacific Best of the Breeds REITs Awards 2024 BHG Retail REIT was conferred two awards at The Asia Pacific Best of the Breeds REITs Awards 2024, specifically the Platinum Award in the 'Best Retail REIT (for companies with less than US\$500 million in market capitalization)' category and the Gold Award in the 'Best Investor Relations (for companies with less than US\$500 million in market capitalization)' category. ■ SGX Family Office Panel Presentation ● NOVEMBER 2024 <ul style="list-style-type: none"> ■ Retail Asia Summit Keynote Speaker and Panel Presentation 2024 ■ 3Q 2024 Business Updates
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FY 2025 FINANCIAL CALENDAR*

<div style="background-color: #e91e63; color: white; border-radius: 10px; padding: 5px; display: inline-block;">2025</div>	<div style="background-color: #3949ab; color: white; border-radius: 10px; padding: 5px; display: inline-block;">2026</div>
<ul style="list-style-type: none"> ■ MAY 1Q 2025 Business Update ■ AUGUST 1H 2025 Results Announcement ■ SEPTEMBER 1H 2025 Distribution Payment ■ NOVEMBER 3Q 2025 Business Update 	<ul style="list-style-type: none"> ■ FEBRUARY FY 2025 Results Announcement ■ MARCH 2H 2025 Distribution Payment ■ APRIL FY 2025 Annual General Meeting

* These dates are indicative and subject to change. Please refer to BHG Retail REIT's website for the latest updates.

UNITHOLDER & MEDIA ENQUIRIES

If you have any enquiries or would like to find out more about BHG Retail REIT, please contact:

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 Email : ir@bhgreit.com
 Website : www.bhgreit.com

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 #14-07 Keppel Bay Tower
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 Website : www.boardroomlimited.com

For updates or change of mailing address, please contact:

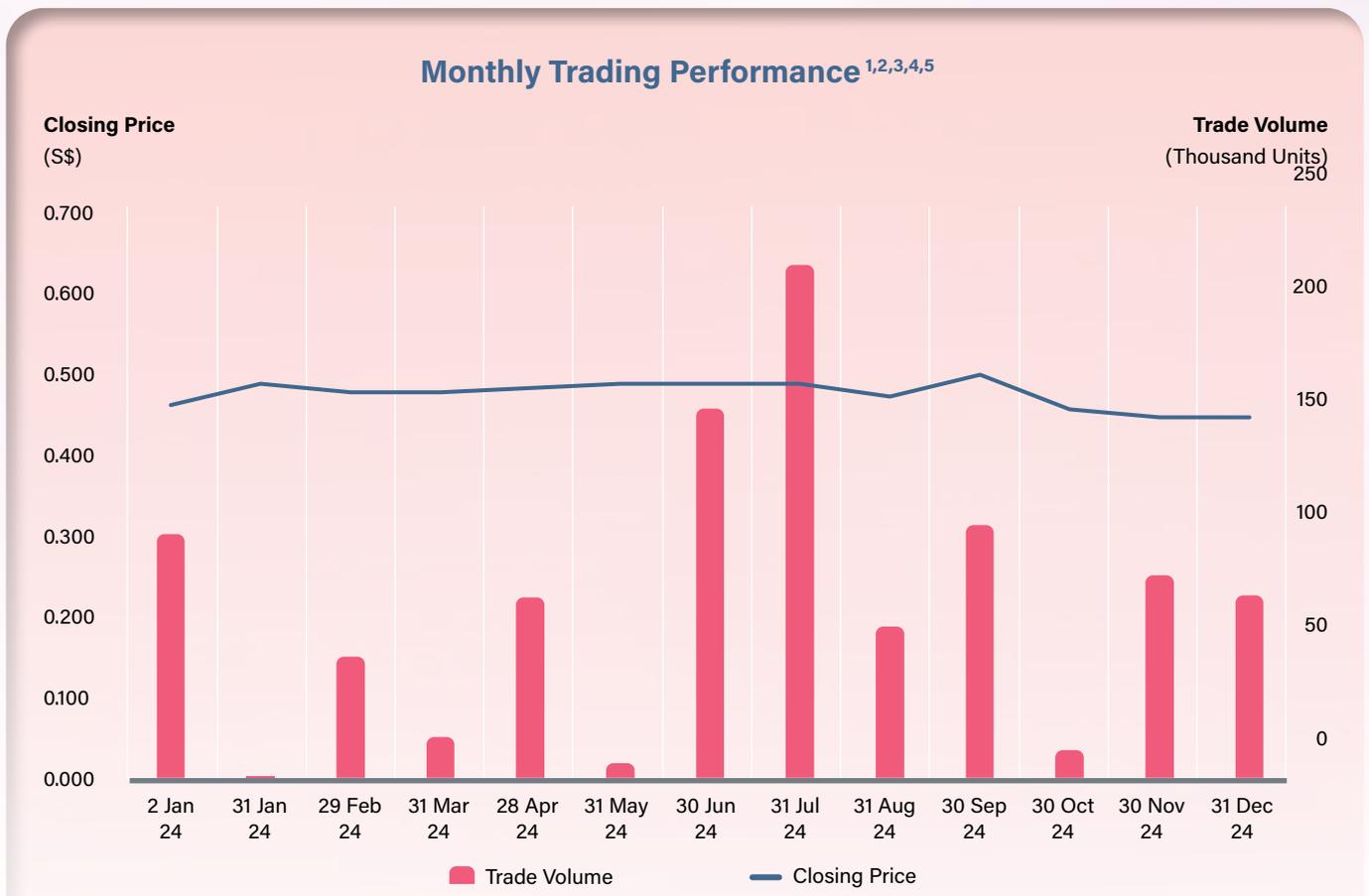
The Central Depository (Pte) Limited
 Tel : +65 6535 7511
 Email : asksgx@sgx.com
 Website : <https://investors.sgx.com/dashboard>

Investor Relations



UNIT PRICE PERFORMANCE

BHG Retail REIT’s unit price closed at S\$0.45 on 31 December 2024 compared to S\$0.465 on 31 December 2023. Taking into account the FY 2024 full year distribution per unit (“**DPU**”) of 0.50 Singapore cents, the total return was -2.15%. Total trading volume in 2024 aggregated to 1.022 million units, compared to 2.09 million units in 2023.



¹ 2 January 2024 being the first trading day and 31 December 2024 being the last trading day in 2024.
² Total return on investment assumes distributions paid during the period are reinvested.
³ Highest unit price was S\$0.505 in 2024, compared to S\$0.505 in 2023.
⁴ Lowest unit price was S\$0.325 in 2024, compared to S\$0.390 in 2023.
⁵ Opening price on 2 January 2024 remained the same as the closing price on 29 December 2023.

Sustainability Report

Embedding Sustainability, Cascading Ambition

As BHG Retail REIT continues to strive for sustainable growth of our business, we remain committed in embedding sustainability in all our daily operations. Moving forward, we wish to cascade our ambitions in achieving greater sustainability performance and reporting.



SUSTAINABILITY REPORT

BOARD STATEMENT

[2-22]

As environmental challenges intensify, BHG Retail REIT (“the **REIT**” or “we”) reaffirms its unwavering commitment to integrating Environmental, Social, and Governance (“**ESG**”) principles into our foundational operations. With global leaders gathering at the United Nations Climate Change Conference to tackle urgent climate issues and reaffirm the Paris Agreement, we recognise the critical importance of mitigating climate risks while capitalising on opportunities to enhance resilience. Aligned with the Singapore Green Plan 2030 and the nation’s net-zero objectives, our focus is on reducing carbon emissions, embedding sustainable practices in our business strategy, and delivering lasting value to our stakeholders.

We are excited to present our eighth sustainability report (the “**Sustainability Report**”), a significant milestone in our ongoing journey toward sustainability. Over the past year, we have dedicated ourselves to advancing environmental and social initiatives across our properties and beyond. In 2024, we continued to monitor energy consumption and disclose greenhouse gas (“**GHG**”) emissions with reference to the Global Reporting Initiative (“**GRI**”) Standards. The Board of Directors of BHG Retail Trust Management Pte. Ltd. (the “**Board**”, and BHG Retail Trust Management Pte. Ltd, the “**Manager**”) remains committed to thoroughly evaluating sustainability matters to ensure our practices align with our long-term strategies. This includes regular assessments of key ESG factors and vigilant

monitoring of emerging issues that could impact our operations.

In pursuit of our evolving objectives, we are refining our approach to climate risk management, enhancing our ability to identify and address climate-related risks and opportunities. We consistently report climate-related information following the recommendations of the Task Force on Climate-Related Financial Disclosures (“**TCFD**”). Moreover, we are proactively preparing for the future implementation of the International Financial Reporting Standards S2, introduced by the International Sustainability Standards Board (“**ISSB**”). These efforts highlight our steadfast commitment to embedding sustainability into our decision-making processes and fortifying our resilience against climate change.

We are also proud to announce that in 2024, BHG Retail REIT was honoured with two accolades at The Asia Pacific Best of The Breeds REITs Awards 2024™, receiving the Platinum Award for ‘Best Retail REIT’ and the Gold Award for ‘Best Investor Relations.’ These recognitions reflect our dedication to transparent communication with our stakeholders and the investment community. As we look to the future, we remain committed to fulfilling our environmental and social responsibilities while driving sustainable growth for our business. On behalf of the Board and the Manager team, we express our heartfelt appreciation to all our stakeholders for their unwavering support and trust.



BHG RETAIL REIT AT A GLANCE

About BHG Retail REIT

[2-1]

BHG Retail REIT proudly stands as Singapore’s first dedicated China Retail REIT listed on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), supported by a prominent integrated retail group in China. The REIT is managed by the Manger, an indirect wholly-owned subsidiary of Beijing Hualian Department Store Co., Ltd. (the “**Sponsor**”). The Sponsor, along with Beijing Hualian Life Supermarket Co., Ltd., is part of the Beijing Hualian Group Investment Holding Co., Ltd. (“**Beijing Hualian Group**”), one of China’s largest retail enterprises, boasting over two decades of experience in retail operations.

Since the release of our inaugural sustainability report in the financial year ended 31 December 2017, the REIT has consistently embraced a sustainable business model. We are excited to present our eighth sustainability report for the financial year

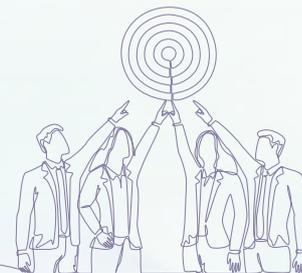
ended 31 December 2024 (“**FY 2024**”), showcasing our achievements and progress in fulfilling our sustainability goals. As we continue on this journey, we are dedicated to gaining a deeper understanding of our environmental impact and the positive contributions we make to our people and communities. To foster long-term value creation, we are committed to implementing more ambitious strategies and initiatives across the organisation, aligning our vision and mission with the principles of sustainable development.

Company Name	BHG Retail REIT
Deed of Trust	18 November 2015
Head Office Address	250 North Bridge Road Raffles City Tower #32-01 Singapore 179101
Operational Location	Singapore, China



VISION

Successful and sustainable real estate investment trust with a portfolio of quality, income-producing retail properties that are well-managed.



MISSION

To deliver regular and stable distributions to our Unitholders; creating value by enhancing our properties through asset management strategies and expanding our portfolio through yield-accretive acquisitions, while working to contribute to the communities we operate in.

SUSTAINABILITY REPORT

Employee Composition (Demography)

[2-7] [3-3] [202-2]

At BHG Retail REIT, we understand that our workforce is our most significant asset, and we are dedicated to empowering the local community to enhance our operational effectiveness and develop human capital. Our goal is to foster a workplace that is not only healthy and inclusive but also champions equal opportunity for everyone. We maintain a strict policy against discrimination and take pride in the fact that our senior management team is entirely composed of locally recruited talent.

The Human Resources (“HR”) team of the Manager plays a crucial role in managing all employee-related functions, with a strong emphasis on unlocking individual potential through a comprehensive talent management framework. This framework focuses on assessing employee performance and strengths, thereby facilitating career advancement and internal movement. To standardise our hiring and employment processes, we have developed thorough HR policies and a detailed staff handbook that outlines our practices and ethical standards. We also implement regular performance assessments and career development initiatives for all employees, reflecting our commitment to a transparent and equitable strategy that prioritises the growth of local talent.

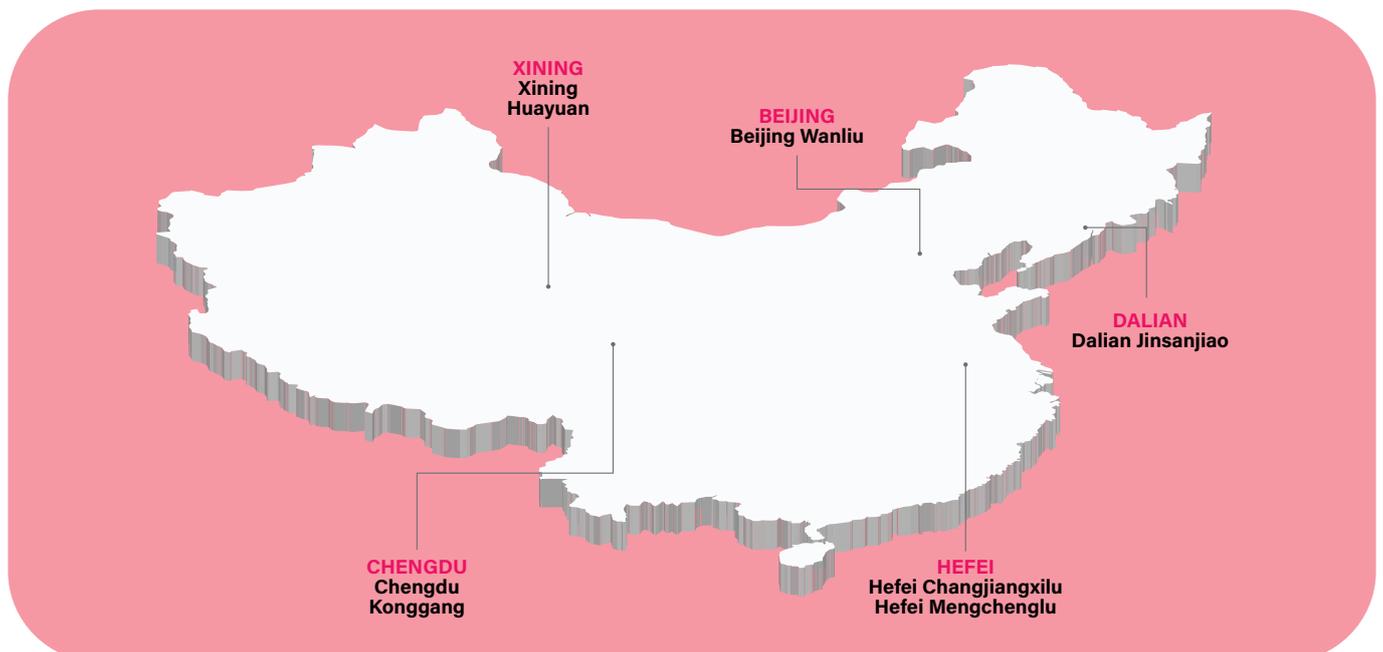
The REIT is resolute in our mission to create a workplace that is fair, respectful, and inclusive, as we believe such an environment drives superior results and overall performance. Our focus on gender diversity is integral to this mission. In FY 2024, our team consisted of 10 members, including 7 males and 3 females. At the management level, we are proud to uphold this commitment to diversity, with an equal representation of 1 male and 1 female.

In FY 2024, all senior management of the REIT were recruited from the local community in Singapore, achieving our targets on deepening our presence in the Singapore market.

Operational Area

[2-6]

BHG Retail REIT, headquartered in Singapore, manages a portfolio of six strategically located retail properties across key cities in China. Four of these properties—Beijing Wanliu, Chengdu Konggang, Hefei Mengchenglu, and Hefei Changjiangxilu—are multi-tenant destinations, while the remaining two, Xining Huayuan and Dalian Jinsanjiao, are managed under master leases. This operational structure is outlined in this Sustainability Report, showcasing the REIT’s dedication to fostering sustainable corporate growth.



SUSTAINABILITY AT BHG REIT

Sustainability Strategy

[3-3]

BHG Retail REIT has consistently prioritised the reduction of its environmental and social footprint throughout its operations. We have conducted a thorough analysis to identify both the potential and actual, and positive and negative impacts we have on the economy, environment, and communities. Based on this evaluation, we have crafted and implemented

risk management strategies that not only address the identified challenges but also capitalise on new opportunities. We are committed to continuously refining these strategies to keep pace with the latest trends in sustainable development. Below is an overview of the key ESG-related risks, potential opportunities, and our corresponding actions.

Risks	Opportunities and Responses
Economic and Governance Risk	
<p>A decline in economic performance could reduce profitability, affecting our budget for employee compensation and benefits, thereby complicating talent attraction and retention. This situation may also undermine shareholder and investor confidence, destabilising our financial standing, placing the REIT at a competitive disadvantage.</p>	<p>We strive to maintain consistent and reliable dividend distributions for our unitholders. A robust economic environment boosts stakeholder confidence, creates job opportunities, and enables us to invest more in community development and public welfare, enhancing overall economy, society, and the environment well-being.</p>
Social Risk	
<p>Failing to engage with the community could limit our ability to effectively communicate and understand the needs and concerns of residents. This disconnect might prevent us from identifying any negative effects our operations could have on the community. Without timely intervention, these issues could escalate, leading to long-term reputational and operational risks.</p>	<p>Building strong relationships with local communities is vital for enhancing our brand and reputation across all aspects of our operations. As a socially responsible organisation, we are committed to aligning our business goals with community expectations, fostering lasting value for both the company and the people we support.</p>
Environmental Risk	
<p>Climate change presents substantial risks and challenges to our business and properties, with physical environmental changes potentially impacting our daily operations. Additionally, we understand the importance of continuously enhancing our strategies and processes to align with the evolving landscape of climate-related regulations and policies.</p> <p>As standards for climate-related disclosures become increasingly stringent, we are committed to adopting a more robust and transparent reporting approach. Failure to adequately disclose climate risks could hinder our compliance with these requirements, potentially affecting our regulatory position and eroding stakeholder confidence.</p>	<p>We actively track and evaluate our GHG emissions, energy consumption and other resource usage to pinpoint hotspots of carbon emissions. This data-driven approach helps shape the focus of our future sustainability initiatives.</p> <p>By reducing emissions and promoting efficient resource use, we minimise our environmental impact while achieving cost savings.</p> <p>These initiatives underscore our commitment to sustainable corporate practices. Furthermore, our robust management strategies ensure full compliance with applicable regulations and standards.</p>

SUSTAINABILITY REPORT

Sustainability Governance

[2-9] [2-10] [2-11] [2-12] [2-13] [2-14] [2-16] [2-17]

The Board serves as the highest authority within BHG Retail REIT, carrying the ultimate responsibility for overseeing and managing all sustainability matters. A commitment to transparency is a fundamental value that is integrated at every level of the organisation, guiding our review and disclosure processes.

Leveraging its extensive experience and insights, the Board is instrumental in integrating ESG factors into the REIT's overarching strategy. To ensure that sustainability objectives remain a priority, key ESG matters are regularly presented and discussed during Board and Board Committee meetings. This approach fosters informed decision-making and provides strategic guidance on essential sustainability issues.

The Board of Directors serving in FY 2024 participated in a comprehensive training program offered by the Singapore Institute of Directors and the Institute of Singapore Chartered Accountants. This program, completed in 2022, focused specifically on the Board's role in sustainability governance, enhancing their ability to weave ESG considerations into the business strategy. Our newly appointed Director, Mr. Gan Chee Yen, has completed the mandatory sustainability training and another newly appointed Director, Mr. Ong Tze Guan, is scheduled to undertake the mandatory sustainability training in FY 2025.

The REIT's sustainability governance structure is outlined below:



The Board plays a crucial role in overseeing the governance process, delegating authority to the Sustainability Officer and designated committees to manage the implementation of sustainability initiatives within their respective domains. The internal audit function performs regular evaluations of sustainability practices and reporting procedures as part of the REIT's Internal Audit Plan. These assessments are designed to ensure ongoing monitoring, assessment, and enhancement of sustainability practices, maintaining alignment with defined standards and objectives.

The REIT's internal control framework is robust and well-supported by its governance structure. The Manager is supported by the Board Committees, which include the Audit and Risk Committee (the "ARC") and the Nominating and Remuneration Committee (the "NRC"). To enhance operational resilience, the REIT has established an Enterprise Risk Management Framework and a Business Continuity Plan. More comprehensive information about the REIT's governance structure and controls can be found on the Corporate Governance section of our Annual Report.

In the development of this Sustainability Report, the REIT had engaged with a wide array of stakeholders, including external partners and their management teams. This collaborative approach allows us to gather valuable feedback and insights on our practices, which helps us effectively identify and prioritise key material topics.

To uphold the integrity and compliance of our report, we will conduct an internal review in accordance with the International Standards for the Professional Practice of Internal Auditing set forth by the Institute of Internal Auditors. For more details on how our management team interacts with stakeholders, please refer to the Disclosure on Material Topics section of the Sustainability Report.

Nomination and Remuneration Governance

[2-15] [2-18] [2-19] [2-20]

In line with the 2018 Code of Corporate Governance, the Board introduced a Board Diversity Policy in 2020 to promote a balanced and diverse composition. Overseen by the NRC, this policy emphasises various attributes such as competencies, experiences, and gender equality. The Board, through the NRC, periodically establishes internal targets for

Board composition, ensuring a diverse range of perspectives and expertise critical for effective corporate governance.

The NRC also highlights the Board's and CEO's commitment to cultivating an inclusive culture. This is exemplified by our female CEO, Ms. Iz-Lynn Chan, whose active participation in Board meetings reflects the REIT's dedication to advancing gender equality as a core aspect of its inclusivity objectives.

The Board evaluates a Director's independence based on the stringent criteria and definition of an "independent director" as outlined in both the 2018 Code of Corporate Governance and the Securities and Futures (Licensing and Conduct of Business) Regulations.

Regarding remuneration matters, the NRC plays a key role in reviewing and recommending the remuneration framework to the Board, ensuring alignment with governance objectives. Comprising at least three non-executive and independent Directors, the NRC oversees all aspects of remuneration, including termination terms, to maintain fairness and equity. No remuneration consultants were engaged in FY 2024.

Complete information regarding the nomination process for the Board and Directors and the remuneration process for the Board, Directors and Key Management Personnel can be found on the Corporate Governance section of our Annual Report.

Policy Embedded

[2-23] [2-24] [2-25] [2-26] [2-27]

Demonstrating its commitment to transparent governance and integrity, the REIT has established and implemented several key policies, including the Board Diversity Policy, Code of Conduct and Ethics, Whistle-Blowing Policy, and Anti-Corruption Policy. These policies were developed following thorough due diligence on identified risks and

business practices, and apply to all employees of the Manager. To reinforce awareness, relevant training is organised for employees. The Manager maintains a zero-tolerance approach toward any form of misconduct within the organisation, underscoring the critical importance of upholding internal policies.



Board Diversity Policy

This policy ensures the Board's composition reflects diversity and equality. By embracing various perspectives and experiences, the REIT enhances its decision-making and governance quality.



Code of Conduct and Ethics

The code establishes the REIT's commitment to the highest ethical standards across all business operations. It applies to all levels of management and employees without exception, ensuring consistent and uncompromising ethical behaviour.



Anti-Corruption Policy

The REIT upholds transparency and integrity, maintaining zero tolerance for corruption or improper practices. This policy reinforces accountability and ethical conduct in every aspect of the REIT's operations.



Whistle-Blowing Policy

This policy provides a secure grievance mechanism for raising concerns about unethical and/or irresponsible practices. Open to employees and external stakeholders, it ensures confidentiality and protects whistleblowers from unfair dismissal or victimisation.

In addition to its key governance policies, the REIT has established other internal policies in alignment with local government regulations. The REIT complied with the applicable laws and regulations issued by the local government and did not commit any misconduct during FY 2024.

In FY 2024, the REIT maintained a record of zero corruption cases and provided anti-corruption training to all employees, achieving our targets on ethical business practices and compliance management.

SUSTAINABILITY REPORT

Supporting Sustainability Development Goals

In response to the call from the Singapore and Chinese governments to actively pursue and contribute to the United Nations Sustainable Development Goals (“UN SDGs”), the REIT is dedicated to integrating the following UN SDGs into its business strategies and operations.

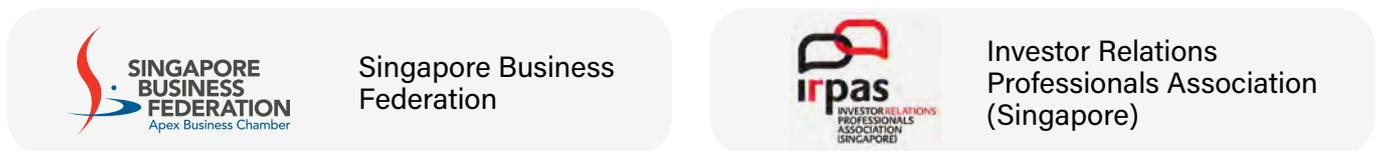
UN SDGs	Our Sustainability Efforts
 <p>Goal 3: Good Health and Well-being Ensure healthy lives and promote well-being for all at all ages</p>	<p><u>Promoting Employee Well-being</u></p> <ul style="list-style-type: none"> • Prioritise the health and wellness of our employees • Partner with local services and community centres to engage in and advocate for well-being initiatives within the community
 <p>Goal 4: Quality Education Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all</p>	<p><u>Empowering Our Workforce</u></p> <ul style="list-style-type: none"> • Offer extensive training and educational programs to equip employees with essential skills • Conduct regular performance evaluations to aid in career growth and development
 <p>Goal 5: Gender Equality Achieve gender equality and empower all women and girls</p>	<p><u>Championing Diversity and Inclusion</u></p> <ul style="list-style-type: none"> • Strive for a diverse workforce, ensuring female representation in management roles • Commit to equitable remuneration and uphold employee rights without discrimination
 <p>Goal 6: Clean Water and Sanitation Ensure availability and sustainable management of water and sanitation for all</p>	<p><u>Advocating for Water Conservation</u></p> <ul style="list-style-type: none"> • Implement a range of water-saving initiatives across all our properties to promote responsible usage
 <p>Goal 7: Affordable and Clean Energy Ensure access to affordable, reliable, sustainable, and modern energy for all</p>	<p><u>Enhancing Energy Efficiency</u></p> <ul style="list-style-type: none"> • Roll out Energy Saving Plans in our malls throughout China to improve energy efficiency and minimise greenhouse gas emissions
 <p>Goal 8: Decent Work and Economic Growth Promote sustained, inclusive, and sustainable economic growth, full and productive employment, and decent work for all</p>	<p><u>Supporting Career Advancement</u></p> <ul style="list-style-type: none"> • Provide ongoing employability and professional growth opportunities for our staff • Hire senior management from the local community in Singapore to foster local talent
 <p>Goal 10: Reduced Inequalities Reduce inequality within and among countries</p>	<p><u>Ensuring Equitable Development Opportunities</u></p> <ul style="list-style-type: none"> • Offer equal access to learning and development resources for all employees, irrespective of gender or career stage
 <p>Goal 12: Responsible Consumption and Production Ensure sustainable consumption and production patterns</p>	<p><u>Encouraging Sustainable Practices</u></p> <ul style="list-style-type: none"> • Advocate for responsible resource management and implement various initiatives to reduce emissions across our properties, reinforcing our commitment to environmental sustainability
 <p>Goal 13: Climate Action Take urgent action to combat climate change and its impacts</p>	
 <p>Goal 16: Peace, Justice and Strong Institutions Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels</p>	<p><u>Upholding Ethical Standards</u></p> <ul style="list-style-type: none"> • Conduct all business activities with the utmost integrity and responsibility • Maintain a strict zero-tolerance policy against any violations of our Code of Conduct and Ethics • Provide comprehensive training on anti-corruption and bribery for all employees

External Charters and Principles

[2-28]

BHG Retail REIT is dedicated to advancing sustainability by actively engaging with associations, organisations, and other ESG communities. These collaborations enable the REIT to gain valuable insights into industry best practices, enhance its sustainability initiatives, and make meaningful contributions to the broader community.

External Association



ESG-Related Regulations Complied



ABOUT THE REPORT

BHG Retail REIT has prepared this Sustainability Report with reference to the GRI Standards 2021. As the GRI Standards are regularly updated to reflect evolving best practices and align with other international frameworks, we are committed to continuously enhancing our disclosures in accordance with the latest GRI recommendations and guidelines. This Report also adheres to the sustainability reporting requirements outlined in the SGX-ST Listing Manual (Rules 711A and 711B).

Furthermore, BHG Retail REIT is actively working to enhance climate-related disclosures and has taken proactive steps to align reporting with the new International Financial Reporting Standards ("IFRS") S2 issued by the ISSB. While continuing to disclose climate-related impacts in line with TCFD recommendations, we are preparing for full IFRS adoption in the near future.

Reporting Scope and Period

[2-2] [2-3] [2-4]

This Report outlines the sustainability strategies, initiatives, and performance of BHG Retail REIT

for FY 2024. This Report covers the ESG issues that are relevant to our business and includes the performance of our operations in Singapore and our four multi-tenanted malls in China, Beijing Wanliu, Chengdu Konggang, Hefei Mengchenglu and Hefei Changjiangxilu. In line with previous years, our two master-leased properties, Dalian Jinsanjiao and Xining Huayuan, are not included in the reporting scope.

For GHG emissions, we apply the materiality principle to report emissions for the four multi-tenanted malls under our operational control, focusing on the most significant and relevant sources of emissions.

This marks the REIT's eighth annual sustainability report. Compared with the previous report for the financial year ending 31 December 2023 ("FY 2023"), there are minor restatements of information regarding consumption figures, as detailed in the performance table on pages 98 and 99. There have been no significant changes in business operations since that period. We remain committed to advancing our sustainability efforts and will make this Report publicly accessible on the REIT's website.

SUSTAINABILITY REPORT



External Assurance

[2-5]

For the current reporting period, BHG Retail REIT has not obtained external assurance for our Sustainability Report. However, we are firmly committed to maintaining and continuously improving the quality of our sustainability reporting and disclosures. As sustainability reporting evolves with the introduction of new frameworks and initiatives, such as the ISSB standards, we actively monitor these trends and stay informed about the latest developments. We will pursue external assurance in the future to ensure our reporting aligns with the highest standards of transparency and accountability.

Report Queries and Feedback

[2-3]

At BHG Retail REIT, we are dedicated to ongoing enhancement and aspire to improve our sustainability performance by offering more detailed disclosures in next year's Sustainability Report. We greatly appreciate any feedback on this Report and invite inquiries or suggestions to be sent to:

Jeremy Tan

Sustainability Officer
 BHG Retail Trust Management Pte. Ltd.
 250 North Bridge Road, Raffles City Tower
 #32-01 Singapore 179101
 Email address: jeremy.tan@bhgreit.com

Disclosure on Material Topics

[3-1] [3-2] [3-3]

To identify the material topics for the REIT, we reference GRI 3: Material Topics as a guiding framework. This approach ensures that we capture the most significant impacts our organisation has on our operations and stakeholders. Each topic is evaluated for its relevance and effect on our business strategy, financial planning, business model, and key stakeholder relationships.

We are committed to staying attuned to new ESG challenges and trends. As a result, our material topics encompass a wide range of areas, including human rights, economic factors, environmental concerns, social issues, and governance practices, allowing us to adopt a comprehensive approach to sustainability.

Process to Determine Material Topics

[2-29]

In FY 2024, we conducted a thorough review of our material topics, inviting feedback from key stakeholders about their concerns and expectations related to economic, environmental, and social issues that influence decision-making.

Our comprehensive strategy for identifying material topics was established during our ESG prioritisation workshop in 2017. This process can be broken down into the following steps:

- Identifying relevant ESG topics**
 We benchmarked our practices against those of our peers and competitors to pinpoint emerging ESG issues that could potentially impact the REIT sector environmentally and socially.
- Assessing and prioritising ESG topics**
 To evaluate the materiality of the identified ESG topics, we engaged stakeholders to gather insights on their concerns regarding our ESG impacts. Based on the likelihood of occurrence and the severity of potential impacts, we prioritised the most significant topics.
- Validation and Endorsement**
 The proposed material topics were reviewed and endorsed by the Board to ensure they align with our strategic objectives.

Since that initial workshop, we have updated our material topics to reflect emerging trends in the real estate sector and feedback from our stakeholder.

To ensure a balanced approach to stakeholder interests, we have tasked our Investor Relations team with the responsibility of engaging with stakeholders and managing associated issues. This team engages in ongoing communication with stakeholders to gather their perspectives, concerns, and feedback regarding past sustainability reports and operational activities that could have an impact.

Through proactive engagement, we are able to keep our material topics aligned with current ESG challenges and responsive to stakeholder priorities. Below is a table detailing the main communication channels we utilise to connect with our key stakeholders.

Stakeholder Group	Engagement Channels	Frequency of Engagement	Top Sustainability Concerns/Issues
Internal Stakeholders			
 Management	Board meeting	Periodically	<ul style="list-style-type: none"> ▪ Economic performance and market presence ▪ Employment ▪ Training and education ▪ Compliance ▪ Anti-corruption and business ethics
	Management meeting	Periodically	
 Employees	Staff meetings	Monthly	<ul style="list-style-type: none"> ▪ Economic performance ▪ Employment ▪ Training and education ▪ Equal opportunity
	Performance appraisal	At least once per year	
	Training programs	Periodically	
	Company intranet and email announcements	Periodically	
	One-to-one engagements	At least once per year	
External Stakeholders			
 Investors	Annual general meeting	At least once per year	<ul style="list-style-type: none"> ▪ Economic performance and market presence ▪ Compliance ▪ Anti-corruption and business ethics
	Annual Report	Annually	
	Sustainability Report	Annually	
	Analyst meeting	At least once per year	
 Suppliers	Supplier performance feedback	Periodically	<ul style="list-style-type: none"> ▪ Economic performance ▪ Procurement practices ▪ Compliance ▪ Customer privacy
 Regulators	Electronic communications	Periodically	<ul style="list-style-type: none"> ▪ Economic performance and market presence ▪ Training and education ▪ Compliance ▪ Anti-corruption and business ethics
	Training programs	At least once per year	
 Local Communities	Community outreach programs	Periodically	<ul style="list-style-type: none"> ▪ Impact on environment, people and economy ▪ Compliance
	Feedback channels	Periodically	

SUSTAINABILITY REPORT

List of Material Topics

In FY 2024, we determined that the material topics identified in FY 2023 remain relevant to the REIT. These material topics are not ranked in order of importance.

Topic	Disclosure Sub-topic	Impacts
 <p>Economic Performance</p>	<p>GRI 201-1: Direct economic value generated and distributed</p> <p>GRI 202-2: Proportion of senior management hired from the local community</p>	Within the organisation
 <p>Emissions and Energy</p>	<p>GRI 302-1: Energy consumption within the organisation</p> <p>GRI 302-3: Energy intensity</p> <p>GRI 305-1: Direct (Scope 1) GHG Emissions</p> <p>GRI 305-2: Energy indirect (Scope 2) GHG emissions</p> <p>GRI 305-4: GHG emissions intensity</p>	Within & outside the organisation
 <p>Water Use</p>	<p>GRI 303-1: Water withdrawal by source</p> <p>GRI 303-5: Water consumption</p>	Within & outside the organisation
 <p>Waste Management</p>	<p>GRI-306-3: Waste Generated</p> <p>GRI-306-5: Waste directed to disposal</p>	Within the organisation
 <p>Skilled Workforce</p>	<p>GRI 404-1: Average hours of training per year per employee.</p> <p>GRI 404-2: Programs for upgrading employee skills and transition assistance programs</p> <p>GRI 404-3: Percentage of employees receiving regular performance and career development reviews, by gender and by employee category</p>	Within the organisation
 <p>Local Communities</p>	<p>GRI 413-1: Operations with local community engagement, impact assessments, and development programmes</p>	Outside the organisation
 <p>Responsible Business</p>	<p>GRI 205-1: Operations assessed for risks related to corruption</p> <p>GRI 205-2: Communication and training about anti-corruption policies and procedures</p> <p>GRI 205-3: Confirmed incidents of corruption and actions taken</p>	Outside the organisation

VALUE CREATION

Overview

The REIT is dedicated to establishing a thriving and sustainable enterprise. We prioritise stable, long-term growth while aiming to continually enhance and broaden our operations. Our core values are rooted in ethical conduct and equitable business practices, supported by strong corporate governance that directs our actions and decisions. We uphold a stringent policy against breaches of our Code of Conduct and Ethics, demonstrating our commitment to integrity and accountability. To maintain these high standards, we consistently offer training programs for our employees focused on ethical and responsible business practices.

Economic Performance

Management Approach

[3-3]

The Manager recognises the vital importance of maintaining strong economic performance. This not only ensures consistent income distributions for Unitholders but also contributes positively to the broader economy, community, and environment in which the REIT functions. Our efforts extend beyond simply creating jobs and business opportunities; we are wholeheartedly dedicated to engaging in initiatives that foster community growth and support public welfare.

The Board is charged with providing strategic leadership and shaping the REIT's direction, collaborating closely with the Management to ensure the organisation's long-term viability. Together, they monitor the REIT's financial health and evaluate the effectiveness of key business strategies. We have established clear internal protocols that delineate which matters require Board approval, including strategic initiatives, investment choices, financial arrangements, budgets, project developments, and expenditures.

To remain updated on the REIT's performance, the Board conducts regular meetings focused on both operational and financial metrics. Stakeholders are informed about the REIT's economic standing through the Annual Report and public announcements published on the BHG Retail REIT website. This commitment to transparency ensures that stakeholders are well-informed about the REIT's activities and financial condition.

FY 2024 Performance

[201-1]

	Economic Performance in FY 2024 (S\$ Million)	Economic Performance in FY 2023 (S\$ Million)
Direct Economic Value Generated: Revenues	61.0	62.0
Economic Value Distributed	28.1	27.0
Economic Value Retained	5.0	3.8

Transparency regarding our economic performance is crucial for maintaining trust and accountability. In FY 2024, our revenues (direct economic value generated) decreased by 1.6% from S\$62.0 million in FY 2023 to S\$61.0 million. The economic value distributed, which includes operational costs and community investments, rose by 4.1% from S\$27.0 million in FY 2023 to S\$28.1 million. Additionally, the economic value retained (net profits) experienced a growth from S\$3.8 million in FY 2023 to S\$5.0 million in FY 2024.

Our dedication to sustainability is steadfast and multifaceted. We prioritise the health and happiness of our employees, invest in our communities, embrace environmental stewardship, and aim for lasting profitability. By championing these initiatives, we not only seek to weather market changes but also to embody our core principles, fostering growth that benefits everyone in the long run.

In FY 2024, the REIT successfully delivered stable economic returns to our unitholders, staying on track with our goal of creating long-term economic value and ensuring consistent and stable distributions.

Responsible Business

Management Approach

[3-3]

At BHG Retail REIT, we believe that our strong foundation in ethical business practices is essential for our overall success. Upholding these values not only enhances our reputation but also attracts quality tenants and fosters a thriving, sustainable workplace.

SUSTAINABILITY REPORT

As a REIT regulated by the Monetary Authority of Singapore (“MAS”), our units are officially recognised as investment products under the Securities and Futures Act 2001 (“SFA”). Any lapse in ethical conduct or operational mismanagement could jeopardise the REIT’s integrity, leading to financial repercussions for Unitholders and adversely affecting the wider community.

Our dedication to ethical practices extends throughout our entire value chain, involving everyone from employees to vendors, suppliers, and third-party service providers. These partnerships are vital for delivering our products and services, and we engage proactively with stakeholders to promote sustainability and uphold high ethical standards. To minimize risks, we undertake thorough due diligence and risk assessments.

The ARC oversees our Enterprise Risk Management and internal controls, ensuring alignment with the Code of Corporate Governance 2018. Our operations are further guided by our Code of Conduct and Ethics, along with the Individual Accountability and Conduct Framework detailed in our Employee Handbook. We emphasise compliance through regular training sessions and provide accessible communication resources to ensure all employees understand these critical guidelines.

We are committed to addressing any reports of misconduct or complaints with vigilance. The Heads of Departments routinely review Controls Self Assessments to pinpoint areas of concern. Additionally, our Whistleblowing Policy establishes a secure and confidential avenue for individuals to report issues related to business conduct or potential corruption.

FY 2024 Performance

[2-27] [205-1] [205-2] [205-3]

In FY 2024, we deepened our dedication to integrity by enhancing the visibility of our anti-corruption policies through robust communication efforts. Anti-corruption training has been held for all Board members to foster a greater understanding of ethical practices. We diligently tracked incidents of reported misconduct and complaints, ensuring that every concern was addressed swiftly and effectively. As a key element of our compliance strategy, we routinely evaluated Self Assessments from department heads to proactively identify and address any emerging issues.

In FY 2024, there were no instances of non-compliance with laws and regulations, and no cases of corruption or violations of our Code of Conduct and Ethics were reported.

COMMITMENT TO THE ENVIRONMENT

Overview

In response to the urgent challenges of climate change and environmental degradation, BHG Retail REIT has taken significant steps to weave environmental responsibility into the fabric of our sustainability initiatives and daily operations. Our primary focus is on reducing carbon emissions, enhancing resource efficiency, and effectively managing waste production.

Beginning in 2021, we launched climate risk assessments and scenario analyses for our retail properties in China. This initiative has equipped us with a clearer understanding of our exposure to climate-related risks and their potential financial consequences, allowing us to implement proactive strategies for resilience and adaptation.

To formalise our commitment to sustainable practices, we have introduced an Environmental Management System Policy that clearly outlines our environmental management procedures. This policy serves as a roadmap for continuously improving our ecological efforts while ensuring compliance with relevant environmental regulations.

In the following sections, we will delve into the key aspects of our environmental commitment, focusing on our initiatives to reduce GHG emissions, conserve water, and manage waste. These measures aim to minimise the environmental impact across our entire portfolio, reflecting our dedication to sustainable development and responsible resource management.

Emission and Energy

Management Approach

[3-3]

BHG Retail REIT acknowledges that the primary source of our carbon emissions comes from the purchased electricity used in building operations, especially for temperature control and lighting. As the energy we rely on primarily comes from non-renewable sources, we are actively exploring opportunities to transition to renewable energy sources, where economically feasible. As such, we have introduced the Energy Saving Plan, which focuses on minimising energy waste and lower operational costs through improved energy management practices and retrofitting of equipment.

To ensure consistent and effective energy-saving measures across all our properties, we have designated patrol teams at each mall to conduct daily inspections, while our Engineering Management Team conducts spot checks to assess energy management practices. We also provide training to raise staff awareness of energy conservation. Regular reviews of energy consumption at malls are conducted by the management team to help us measure the effectiveness of these initiatives and make necessary adjustments.

Our energy management approach under the Energy Saving Plan is outlined through the following initiatives:



Install sound and light control switches for lighting the fire escape route of our malls



Replace conventional lighting with energy-efficient alternatives, such as LED bulbs, in public spaces and indoor advertising light boxes to reduce energy use



Implement energy-saving software to regulate lighting in public areas, which adjusts based on current weather conditions to optimised energy use



Adjust air conditioning operating hours in response to current weather conditions



Regularly clean and replace air conditioning filters to avoid clogging and maintain optimal functioning



Launched our sensor-based escalator replacement programme in a phased approach since the end of 2023 to improve the energy consumption of escalators by using sensors to detect passenger flow and usage patterns

SUSTAINABILITY REPORT

FY 2024 Performance

[302-1, 302-3] [305-1, 305-2, 305-4]

Our commercial malls are constructed with modern designs, predominantly relying on electricity sourced from utility providers. Consequently, managing our Scope 2 emissions is a key priority for us. Additionally, natural gas is used for heating our properties. Since FY 2023, we refined our data collection methodology to include Scope 1 emissions associated with the natural gas heating at these sites. This includes the emissions resulting from the combustion of natural gas delivered to our facilities through pipelines.

In FY 2024, we observed a slight increase in energy consumption and Scope 2 emissions,

rising by approximately 1% and 2% across our portfolio. However, thanks to our efforts to reduce fossil fuel use, our Scope 1 emissions in FY 2024 decreased by 10% compared to the previous year. By tracking and acknowledging our GHG emissions, energy and water consumption, we continue to uphold our targets on minimising our impact on the environment and contributing to the broader dialogue on sustainable business practices. In addition, we also actively explored the application of renewable energy during the reporting period, so as to achieve our goal in reducing our carbon footprint.

Emissions and Energy-related Performance

Our Performance ¹	Unit	Performance Data in FY 2024	Performance Data in FY 2023 ²
Floor Space	m ²	275,539	275,539
Energy Consumption ^{3,4}	MWh	24,254	23,943
	GJ	87,313	86,195
Energy Intensity ⁵	MWh/m ²	0.088	0.087
Direct GHG Emission (Scope 1) ⁶	tCO ₂ e	1,132	1,262
Indirect GHG Emission (Scope 2) ^{7,8}	tCO ₂ e	10,369	10,197
Indirect GHG Emission Intensity	tCO ₂ e/m ²	0.038	0.037

Looking ahead, we remain steadfast in our dedication to environmental stewardship. Through the adoption of innovative solutions and industry best practices, we strive to further optimise energy efficiency throughout our portfolio and continuously improve our environmental performance.

¹ The scope of environmental data in FY 2024 included 4 multi-tenanted malls located in China, namely Beijing Wanliu, Chengdu Konggang, Hefei Changjiangxilu and Hefei Mengchenglu. The scope excluded the Manager's office in Singapore.

² The FY 2023 data has been restated for consistency.

³ In line with GRI 302: Energy 2016, energy consumption is reported in both MWh and GJ. The conversion unit was referenced from the International System of Units (SI)- Conversion Factors for General Use (2006).

⁴ Energy consumption in FY 2024 included electricity consumption of public area and air conditioning systems as well as natural gas heating in shopping malls.

⁵ Energy intensity is calculated by taking the ratio of energy consumption measured in MWh against a specific metric – floor space measured in m².

⁶ Scope 1 emissions cover natural gas sourced from the local government to provide heating on our four properties and GHG removals from planted trees included all trees planted since the Group's establishment.

⁷ The indirect GHG emissions (Scope 2) are calculated based on World Resources Institute's reporting principles outlined in the "GHG Protocol Scope 2 Guidance (the GHG Protocol)". Indirect GHG emissions (Scope 2) are reported using a location-based method in accordance with the GHG Protocol.

⁸ The equivalent CO₂ emissions for electricity use is calculated by multiplying the quantity of purchased electricity by China's regional grid average emission factor – 0.5839 tCO₂e /MWh.

Water

Management Approach

[3-3]

BHG Retail REIT acknowledges the crucial role that water resources play in the operation of our malls. All potable water withdrawn across our properties is sourced from municipal third-party supplies. In recognition of the environmental impact and the need to mitigate water waste, we actively engage in responsible water management practices.

In FY 2024, we implemented several initiatives aimed at improving water use efficiency across our properties:

- Improve the water efficiency of the taps
- Minimise unnecessary water use
- Explore options for transitioning to treated or recycled water sources

Furthermore, our management team conducts regular reviews of water consumption across the malls to identify areas with high water use and discover opportunities for conservation.

FY 2024 Performance

[303-3, 303-5]

Water management continues to be an essential aspect of efficient operations. In FY 2024, the water consumption of the REIT increased by 17% compared to FY 2023. Despite this, we remain committed to reducing water consumption by promoting responsible water usage and implementing effective water management initiatives in our daily operations.

Water Performance

Our Performance	Unit	Performance Data in FY 2024	Performance Data in FY 2023 ⁹
Water Withdrawal/ Consumption	m ³	188,545	160,519
	Megalitres	189	161
Water Consumption Intensity	m ³ /m ²	0.684	0.583

Waste

Management Approach

[3-3]

At BHG Retail REIT, effective waste management is a key component of our sustainability efforts. The majority of waste generated across our properties comes from food and beverage tenants. In compliance with regulatory standards, we collaborate with licensed waste contractors for the daily collection and disposal of waste. By prioritising waste reduction and responsible disposal, we aim to contribute to a more sustainable operational model.

FY 2024 Performance

[306-3, 306-5]

In FY 2024, we further improved our data collection methodology by including Beijing Wanliu in our waste collection scope, marking a remarkable milestone for our long-term waste management target. In the reporting year, a total of 2,884 tons of waste was generated. Specifically, Beijing Wanliu adhered to waste classification requirements set by the local government, generating 960 tonnes of non-recyclable waste, 450 tonnes of kitchen waste and 995 tonnes of food waste.

⁹ To ensure the consistency of consolidation method, the FY 2023 data has been restated to include public-areas only.

SUSTAINABILITY REPORT

As it is the first year of including Beijing Wanliu in our waste data collection, we remain vigilant in setting specific targets for waste management. However, we are dedicated to continuously improving our waste management practices by exploring innovative ways to optimise resource conservation and increase operational efficiency. In FY 2024, we successfully recycled around 800 kilograms of plastic waste, 560 kilograms of glass

waste and 120 kilograms of metal waste. kilograms of plastic waste, 560 kilograms of glass waste and 120 kilograms of metal waste.

In addition to energy and water consumption, we improved our data collection system to monitor paper usage, recording approximately 530 kilograms of paper consumption during the reporting period.

Water Performance

Our Performance	Unit	Performance Data in FY 2024 ¹⁰	Performance Data in FY 2023
Waste	tonnes	2,884	1,104
Waste Intensity	tonnes/m ²	0.010	0.004

CREATING SHARED VALUE

Overview

At BHG Retail REIT, our employees are the heartbeat of our organisation, and we recognise their vital role in our overall success. To nurture this invaluable asset, we prioritise ongoing training and foster a vibrant work culture that promotes both personal and professional development.

Moreover, we are passionate about making a meaningful difference in the communities we serve. Our outreach programs are designed to address social and environmental issues identified by local stakeholders, while also honouring and respecting the unique cultures and traditions of these communities.

We firmly believe in the principles of equality and inclusivity, ensuring that all individuals have access to the same opportunities, free from discrimination. As a gesture of gratitude for the unwavering support we receive, we actively engage in initiatives that give back to these communities.

Skilled Workforce

Management Approach [3-3]

The foundation of our success at the REIT lies in the expertise and training of our workforce. We are dedicated to equipping our employees with continuous learning and development opportunities, which not only boost their productivity and skills, but also enhance their motivation. This commitment allows our team to navigate changing business landscapes effectively while strengthening the bond between the Company and its employees, ultimately leading to greater job satisfaction.

To facilitate this growth, we have established a comprehensive internal talent management system focused on the ongoing development of our staff. This system evaluates each employee's strengths and potential, ensuring that our training programs are customised to address their specific

¹⁰ The data collection methodology has been improved to include Beijing Wanliu in our waste data for FY 2024.

needs and abilities. We wholeheartedly believe in providing equal opportunities for all employees to advance and grow.

In our pursuit of continuous improvement, we conduct regular performance evaluations to gauge the impact of our training initiatives. We also prioritise gathering employee feedback regarding their training experiences, and incorporating their insights into the design of future programs to enhance their effectiveness.

FY 2024 Performance
[404-1, 404-2, 404-3]

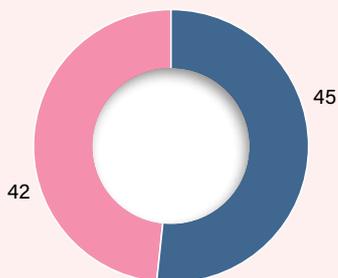
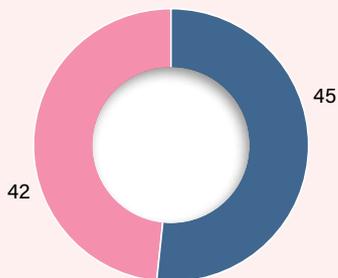
During FY 2024, we provided a total of 437 hours of internal and external training for our employees,

averaging 44 training hours per employee. These training sessions encompassed a variety of key topics, ensuring that our workforce remains well-equipped to handle the evolving demands of our industry. The training conducted in the reporting year includes:

1. Rules and Ethics by Investment Management Association of Singapore
2. Annual REITs and Real Estate Investment Summit Asia Pacific

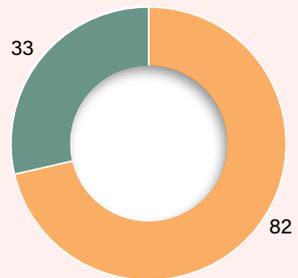
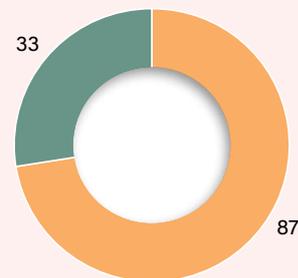
Furthermore, we also conducted quarterly update meetings which enables the Mall operations teams to report the performance, and any issues happened during the period to the Manager.

Average Training Hours by Gender



● Male ● Female

Average Training Hours by Employee Category



● Management ● Non-management

SUSTAINABILITY REPORT

In addition, BHG Retail REIT is dedicated to strengthening sustainability knowledge across the company. In FY 2024, the directors serving on the Board completed the mandatory sustainability training required by SGX. Arrangements have also been made for our newly appointed director Ong Tze Guan to undergo ISCA Sustainability E-Training by July 2025. Our employees also proactively participated in several external conferences and update sessions focused on sustainability and business practices.

In FY 2024, staying in line with our targets, the REIT has continued to foster an inclusive workplace and provide equal opportunities for career development and training to all employees, further demonstrating its commitment to diversity and equity.

During the reporting period, 100% of our employees received performance and career development reviews, reaffirming our dedication to their ongoing professional growth and development.

Local Community

Management Approach

[3-3] [413-1]

BHG Retail REIT and its retail properties are dedicated to fostering lasting, positive impacts within the communities they serve. We recognise that community investment and outreach initiatives are vital to building strong relationships and enhancing our reputation with stakeholders. To this end, we actively engage with local communities to understand their needs and gather feedback on our operations. This helps ensure that our business practices align with the values and expectations of the communities we serve. In addition to ongoing engagement, we value the suggestions and insights from residents, which allow us to continually improve and adapt our community programs.

FY 2024 Performance

In FY 2024, we actively promoted social inclusivity and expanded community outreach initiatives to continuously adapt to the evolving needs of the community. We partnered with local non-profit organisations to implement various community

support programmes. Additionally, we organised multiple community engagement events and encouraged employee participation in volunteer services, further strengthening our ties with the community. These efforts not only reinforced our commitment to our social responsibility targets but also contributed positively to the sustainable development of the community.

During the reporting period, the Manager continued to collaborate with Mr. Muhd Saifudeen from the Muscular Dystrophy Association (Singapore) ("**MDAS**") on graphic designs for the Annual Report FY 2024.

About MDAS

MDAS is a prominent voluntary health organisation dedicated to supporting individuals with neuromuscular diseases and their families. Since its establishment in 2000, MDAS has provided a variety of programs and services aimed at empowering beneficiaries and encouraging them to explore new possibilities through resources, education, advocacy, and community support.

As a member of the National Council of Social Service and holder of the Institution of Public Character status, MDAS primarily receives donations from the general public. (Website link: <https://www.mdas.org.sg/>)

About Muscular Dystrophy ("**MD**")

Muscular dystrophy is a group of diseases that causes the progressive weakening and degeneration of skeletal muscles. This condition arises from genetic mutations that disrupt the synthesis of proteins essential for maintaining healthy muscle tissue. The various types of muscular dystrophy differ in terms of the age at which symptoms appear, the severity of the condition, and the specific muscles that are affected. As the disease progresses, individuals experience a continuous decline in muscle function, which may lead to the loss of mobility and, in severe cases, the ability to breathe independently. For some patients, muscular dystrophy poses a significant risk to life. At present, there is no established cure for this condition.

About the Designer

Our designer, Muhd Saifudeen, possesses a remarkably optimistic perspective on life. He firmly holds the belief that it is essential to cherish the life he leads, seize every opportunity, and maintain aspirations. He frequently expresses gratitude to his family, friends, and educators for their invaluable support. The help he has received has inspired him to reach out to others in need. Since 2015, Saifudeen has participated in the MDAS Bridge Programme where he acquired his graphic design skills. To this day, he is still very eager to learn and receive feedback for his work.



SUSTAINABILITY REPORT

THE MANAGER

In FY 2024, the REIT reaffirmed its commitment to community contributions to fulfil its corporate social responsibility. As part of BHG Retail REIT's corporate and social responsibility efforts this year, the Manager team had a heartwarming visit to Save Our Street Dogs ("SOSD") Singapore, a shelter dedicated to rescuing and rehoming stray dogs. This activity allowed our team to learn about the incredible work the organisation does. We met some of the rescued dogs and contributed by installing blinds in individual cage enclosures to enhance their living environment. We are grateful for the chance to interact with these dogs, which reminds us of the importance of compassion and care for all living beings. We were also deeply moved by the tremendous efforts that SOSD Singapore has made in protecting stray animals.



BEIJING WANLIU

Beijing Wanliu is dedicated to promoting public welfare by collaborating with tenants, government agencies, and local organisations to host various initiatives. In FY 2024, it collaborated with the Haidian District Community Council, Tencent Charity, and the Beijing Foundation for Elder and the Disabled to organise over 10 charity performances and more than 20 public welfare events, further enhancing its reputation and influence within the community.

In honour of the Chinese tradition of filial piety, Beijing Wanliu held a large-scale public welfare event during the Double Ninth Festival, providing 8 charitable services and 4 philanthropic aid

programs to local communities. To promote a health and positive lifestyle, Beijing Wanliu has successfully organised four cycling events since 2023.

In addition, Beijing Wanliu joined forces with local associations such as the Association of Small Animals Protection to organise a pet adoption music concert, which received widespread praise for its innovative and creative approach.



SUSTAINABILITY REPORT

CHENGDU KONGGANG

This year, Chengdu Konggang collaborated with the local community center to organise a recruitment event. The event was designed to foster collaboration between the community and local enterprises by attracting skilled professionals to join community service efforts. Leveraging the high visibility and foot traffic of the mall, the initiative successfully expanded its outreach, inspiring enthusiasm and innovation among residents.

In addition, Chengdu Konggang collaborated with pet hospitals and its tenants to organise Pet Welfare Initiatives aimed at promoting animal welfare and raising awareness about responsible pet ownership. Its marketing team engaged approximately 35 community groups and 55 families to participate in these activities.



The initiative featured stray animal care events in three communities, fostering a compassionate and supportive environment for all living beings.



HEFEI CHANGJIANGXILU

In FY 2024, Hefei Changjiangxilu demonstrated a strong commitment to enhancing community relationships and promoting mutual support through a variety of engaging activities. Specifically, Hefei Changjiangxilu organised specialised recruitment fairs aimed at boosting local employment. This fair served as a platform where local enterprises could showcase their job openings and directly connect with talented individuals.

In October, Hefei Changjiangxilu held a National Day Celebration that engaged the community through exciting performances and painting activities. In November, the mall organised an Intangible Cultural Heritage Experience, transforming the mall into a cultural center. By showcasing and allowing hands-on experiences of intangible cultural heritage projects, the event enhanced visitors' cultural pride while fostering a vibrant cultural atmosphere.

FY 2024 SUSTAINABILITY HIGHLIGHTS AND LONG-TERM TARGETS¹¹



ECONOMIC PERFORMANCE

\$61m
Gross Revenue

We aim to deliver long-term economic value and ensure consistent and stable distribution to our unitholders.



MARKET PRESENCE

All

senior management are hired from the local community in Singapore.



ANTI-CORRUPTION

Zero
cases of non-compliance or corruption cases.

We aim to maintain zero corruption cases and provide anti-corruption training to all our employees.



ENERGY

87,313 GJ
total electricity consumption

We aim to reduce our environmental footprint, and continue to exercise strong environmental stewardship through tracking, analysing and monitoring our yearly energy consumption.



WATER

189
megalitres
total water consumption

We strive to reduce water consumption in our daily operations and remain committed to promoting effective resource management.



EMISSIONS

1,132 tCO₂e
Scope 1 GHG emissions

10,369 tCO₂e
Scope 2 GHG emissions

We strive to reduce our carbon footprint by actively exploring opportunities to transition to renewable sources wherever economically feasible.



TRAINING AND EDUCATION

437
total training hours provided

We aim to foster an inclusive workplace for all and provide equal opportunities for career development and training to all employees.



LOCAL COMMUNITIES

Community engagement

at all four multi-tenanted properties and REIT manager in Singapore.

We aim to enhance social inclusivity and expand our community outreach efforts to continuously adapt to the evolving needs of the community.



2,884
metric tonnes
total waste generated at our properties.

We aim to actively track, analyse, and monitor our waste generation, while implementing effective waste reduction and management strategies.

¹¹ The targets disclosed in this section are aligned with the REIT’s strategic planning and financial reporting timeframe, which differentiates between current (within the 12-month reporting period) and non-current (beyond the 12-month reporting period) time horizons. Accordingly, these targets are classified as long-term.

SUSTAINABILITY REPORT

FY 2024 PERFORMANCE - ENVIRONMENTAL DATA

Metrics	Unit of Measurement	FY 2023 ¹²	FY 2024
Floor space	m ²	275,539	275,539
Energy (GRI 302-1, 302-3)			
Total energy consumption			
Total energy consumption	MWh	23,943	24,254
	GJ	86,195	87,313
Energy consumption intensity	MWh/m ²	0.087	0.088
Water and Effluents (GRI 303-3, 303-5)			
Total water withdrawal			
Total water withdrawal from all areas	megaliters	161	189
	m ³	160,519	188,545
Third-party water			
Freshwater (≤1,000 mg/L Total Dissolved Solids)	megaliters	161	189
Other water (>1,000 mg/L Total Dissolved Solids)	megaliters	0	0
Total water consumption			
Total water consumption from all areas	megaliters	161	189
	m ³	160,519	188,545
Third-party water			
Freshwater (≤1,000 mg/L Total Dissolved Solids)	megaliters	161	189
Other water (>1,000 mg/L Total Dissolved Solids)	megaliters	0	0
Water consumption intensity	m ³ /m ²	0.583	0.684
Emission (GRI 305-2,305-4)			
Scope 1 and Scope 2 GHG emissions			
Total location-based direct (Scope 1) GHG emissions	tCO ₂ e	1,262	1,132
Total location-based energy indirect (Scope 2) GHG emissions	tCO ₂ e	10,197	10,369
GHG Emissions intensity	tCO ₂ e/m ²	0.040	0.042

¹² The data for FY 2023 has been restated for consistency.

FY 2024 PERFORMANCE - SOCIAL AND GOVERNANCE DATA

Metrics	Unit of Measurement	FY 2023			FY 2024		
		Male	Female	Total	Male	Female	Total
Workforce (GRI 2-7, 2-8)							
		Male	Female	Total	Male	Female	Total
Total employees	Number	6	3	9	7	3	10
Total employees by position							
Management	Number	1	1	2	1	1	2
Non-management	Number	5	2	7	6	2	8
Training and Education (GRI404-1)							
		Male	Female	Total	Male	Female	Total
Total training hours							
Total training hours	hours	269	125	394	312.5	124.5	437
Total training hours: management	hours	43	122	165	50	123	173
Total training hours: non-management	hours	226	3	229	262.5	1.5	264
Average hours of training by employee category							
Per employee	hours	45	42	44	45	42	44
Management	hours	-	-	82	-	-	87
Non-management	hours	-	-	33	-	-	33
Employees who received performance review and career development							
Management	Percentage			100%			100%
Non-management	Percentage			100%			100%
Anti-corruption (GRI 205)							
Total percentage of operations assessed for risks related to corruption	Percentage			100%			100%
Total percentage of governance body members that the organisation's anticorruption policies and procedures have been communicated to	Percentage			100%			100%
Total percentage of employees that the organisation's anti-corruption	Percentage			100%			100%
Total percentage of governance body members that have received training	Percentage			100%			100%
Total percentage of employees that have received training on anticorruption	Percentage			100%			100%
Total number of confirmed incidents of corruption	Number			0			0

SUSTAINABILITY REPORT

GRI CONTENT INDEX

Statement of use BHG Retail REIT has reported the information cited in this GRI content index for the period 1 January 2024 to 31 December 2024 with reference to the GRI Standards.

GRI 1 used GRI Universal Standards 2021

Index	GRI Disclosure	Page Number(s)	SGX Practice Note 7F SR Guide	Remark(s)
GRI 2: General Disclosures 2021				
2-1	Organisational details	85	1.1	–
2-2	Entities included in the organisation's sustainability reporting	91	1.1	–
2-3	Reporting period, frequency and contact point	91, 92	6.1-6.3	–
2-4	Restatements of information	91	4.30	Consumption figures have been restated in pages 98 and 99
2-5	External assurance	92	5.1-5.7	BHG Retail REIT has not sought external assurance for this reporting period.
2-6	Activities, value chain and other business relationships	86	4.1 (a)	–
2-7	Employees	86	4.20	–
2-8	Workers who are not employees	Not applicable		–
2-9	Governance structure and composition	88	3.1	Further details in organisation structure section.
2-10	Nomination and selection of the highest governance body	88	3.1	Further details in corporate governance section.
2-11	Chair of the highest governance body	88	3.1	Further details in corporate governance section.
2-12	Role of the highest governance body in overseeing the management of impacts	88	3.1	–

Index	GRI Disclosure	Page Number(s)	SGX Practice Note 7F SR Guide	Remark(s)
2-13	Delegation of responsibility for managing impacts	88	3.1	-
2-14	Role of the highest governance body in sustainability reporting	88	3.1	-
2-15	Conflicts of interest	88, 89	4.4	Further details in corporate governance section.
2-16	Communication of critical concerns	88	4.35	Further details in corporate governance section.
2-17	Collective knowledge of the highest governance body	88	3.1	-
2-18	Evaluation of the performance of the highest governance body	88, 89	3.1	Further details in corporate governance section.
2-19	Remuneration policies	88, 89	N/A	Further details in corporate governance section.
2-20	Process to determine remuneration	88, 89	N/A	Further details in corporate governance section.
2-21	Annual total compensation ratio	No compensation was paid or is to be paid in the form of share options. However, this does not rule out the possibility of the Manager doing so in the future.		
2-22	Statement on sustainable development strategy	84	4.1 (f)	-
2-23	Policy commitments	89	4.26-4.29	-
2-24	Embedding policy commitments	89	4.26-4.29	-
2-25	Processes to remediate negative impacts	89	4.26-4.29	-
2-26	Mechanisms for seeking advice and raising concerns	89	4.26-4.29	-
2-27	Compliance with laws and regulations	89	2.4	-

SUSTAINABILITY REPORT

Index	GRI Disclosure	Page Number(s)	SGX Practice Note 7F SR Guide	Remark(s)
2-28	Membership associations	91	N/A	-
2-29	Approach to stakeholder engagement	92	3.6, 4.25	-
2-30	Collective bargaining agreements	Not applicable		-
GRI 3: Material Topics 2021				
3-1	Process to determine material topics	92	3.6, 4.2-4.6	-
3-2	List of material topics	93, 94	4.2-4.6	-
CATEGORY: ECONOMIC				
GRI 201: Economic Performance				
3-3	Management of material topics	95	4.2	-
201-1	Direct economic value generated and distributed	95	N/A	-
GRI 202: Market Presence				
3-3	Management of material topics	86	4.2	-
201-2	Proportion of senior management hired from the local community	86	4.5	-
GRI 205: Anti-corruption				
3-3	Management of material topics	95	4.2	-
205-1	Operations assessed for risks related to corruption	96	4.4	-
205-2	Communication and training about anti-corruption policies and procedures	96	4.4	-
205-3	Confirmed incidents of corruption and actions taken	96	4.4	-
CATEGORY: ENVIRONMENT				
GRI 302: Energy 2016				
3-3	Management of material topics	97	4.2	-
302-1	Energy consumption within the organization	98	4.3	-
302-3	Energy intensity	98	4.3	-

Index	GRI Disclosure	Page Number(s)	SGX Practice Note 7F SR Guide	Remark(s)
GRI 303: Water and Effluents 2018				
3-3	Management of material topics	99	4.2	-
303-3	Water withdrawal	99	4.3	-
303-5	Water consumption	99	4.3	-
GRI 305: Emissions 2016				
3-3	Management of material topics	98	4.2	-
305-1	Energy indirect (Scope 1) GHG emissions	98	4.3	-
305-2	Energy indirect (Scope 2) GHG emissions	98	4.3	-
305-4	GHG Emissions Intensity	98	4.3	-
GRI 306: Waste 2020				
3-3	Management of material topics	99	4.3	-
306-3	Wastes generated	100	4.3	-
306-5	Waste directed to disposal	100	4.3	-
CATEGORY: SOCIAL				
GRI 404: Training and Education 2016				
3-3	Management of material topics	100	4.2	-
404-1	Average hours of training per year per employee	101	4.3	-
404-2	Programs for upgrading employee skills and transition assistance programs	101	4.3	-
404-3	Percentage of employees receiving regular performance and career development reviews	102	4.3	-
GRI 413: Local Communities 2016				
3-3	Management of material topics	102	4.2	-
413-1	Operations with local community engagement, impact assessments, and development programmes	102-106	4.3	-

CLIMATE RELATED DISCLOSURES

INTRODUCTION

As the world faces increasing environmental challenges, the REIT acknowledges the profound financial impacts of climate change on our business and the communities we serve. Climate-related risks are no longer a distant concern but a pressing reality that requires proactive management to build flexibility. In light of this, the REIT is dedicated to taking further actions to manage climate-related risks, guided by best practices and international standards.

Since the financial year ended 31 December 2022 ("**FY 2022**"), the REIT has strengthened its climate risk management by adopting the TCFD recommendations, which provides a comprehensive approach to understanding and addressing climate-related impacts across four key areas, namely governance, strategy, risk management, and metrics and targets. By aligning with the TCFD recommendations and incorporating ISSB Standards, we aim to provide our investors and stakeholders with greater insights into our sustainability management. We are committed to continuously enhancing our climate-related disclosures to enhance transparency and business resilience to climate challenges.

GOVERNANCE

Recognising the significant impact of climate change on the long-term steadiness and value of BHG Retail REIT, the Board takes ultimate responsibility for overseeing the REIT's sustainability performance. As guardians of the REIT's strategic direction, the Board ensures that sustainability is integrated into both business strategies and risk management practices. The Manager adopts an inclusive approach to incorporate key ESG principles into every aspect of the REIT's operations and strategy, ensuring alignment with its long-term objectives.

The Board and its committees remain informed of climate-related risks and opportunities through regular Board and Board Committee meetings. In addition, the Board engaged professional consultants and participated in ESG seminars hosted by industry-leading organisations to acquire the necessary skills and insights for addressing climate issues effectively.

For sustainability matters requiring approval, the Board maintains direct oversight; however, authority is delegated to specific committees and Management to handle ongoing sustainability matters. The Chief Executive Officer ("**CEO**") and Sustainability Officer work collaboratively to lead the REIT's sustainability strategy, ensuring that it is in line with the company's overall sustainability commitments.

In FY 2022, the REIT conducted an in-depth climate risk screening and assessment, covering both physical and transition risks. Senior management regularly reviews climate-related issues and reports to the Board and Board Committees whenever significant changes occur in the operational or regulatory landscape, ensuring the REIT's proactive response to emerging challenges.

STRATEGY

Global warming and climate change are expected to intensify, particularly from 2030 onwards, with more frequent and intense extreme weather events. In identifying and prioritising climate-related risks and opportunities, the REIT has aligned its time frames with the time horizons used for financial reporting.

To be conscious of its adaptability to climate change, the REIT also conducted scenario analysis in FY 2022 to understand how its operations are going to be affected under different future conditions. The analysis scope includes all of the REIT's shopping mall properties in various parts of China.

	NGFS ¹³ Net Zero 2050 (1.5°C scenario)	NGFS Delayed Transition (2°C scenario)	NGFS Current Policies (3°C scenario)
Selection rationale	This scenario assumes aggressive mitigation efforts to limit global warming to 1.5°C. It helps assess the REIT's resilience under a best-case scenario where climate policies are stringent.	This scenario assumes a delayed but eventual transition to a low-carbon economy, resulting in moderate warming. It helps evaluate the REIT's resilience under a scenario where climate action is taken but not immediately.	This scenario assumes that only currently implemented policies are preserved without significant additional mitigation efforts. It helps assess the REIT's resilience under a worst-case scenario with high physical risks.
Scenario narrative	Governments worldwide implement stringent climate policies promptly, resulting in sharp decreases in carbon emissions. This scenario anticipates considerable shifts in energy demand, with a marked reduction in fossil fuel dependency and a corresponding increase in renewable energy sources.	This scenario assumes global annual emissions do not decrease until 2030. Strong policies are introduced later to limit carbon emissions, including significant carbon pricing, stricter emissions limits, and mandates on the adoption of renewable energy sources. This leads to both higher transition and physical risks than the Net Zero 2050 scenario.	Emissions will grow until 2080 leading to about 3 °C of warming and severe physical risks. Energy systems and industries continue to rely heavily on fossil fuels. With escalating physical impacts, businesses face increased adaptation costs, operational disruptions and economic volatility.

Scenario analyses were conducted under three distinct warming scenarios and each scenario was assessed over different time horizons to identify the potential climate impacts. These analyses identified the relevant physical and transition risks according to TCFD's classifications, providing insights into how the REIT might be affected under different climate trajectories and

policy shifts. The results of scenario analysis not only inform the REIT about potential climate-related risks ahead, but also enable the REIT to adjust its strategies and measures to effectively address the adverse impacts, thereby enhancing its positioning to climate change. The potential climate risks and opportunities identified by the REIT are set out below.

¹³ The Network of Central Banks and Supervisors for Greening the Financial System ("NGFS")

CLIMATE RELATED DISCLOSURES

Physical Risks

Rising temperatures and more frequent heatwaves may lead to increased energy consumption for malls to maintain a desired cooling level, driving up utility usage and resulting in higher energy costs. Moreover, climate change could expose our properties to extreme weather events, such as flooding and prolonged drought, which may damage our assets.

Transition Risks

In view of the global shift towards a low-carbon economy, the REIT anticipates future increases in energy costs and carbon prices driven by regulatory changes and climate impacts. In addition, the obligation for climate reporting has been progressively strengthened. Failure to comply with regulatory requirements or to manage carbon emissions effectively may have financial impacts on the REIT. While currently no carbon emissions regulations directly impact our properties, China's carbon trading scheme, which currently targets high-emission sectors, reflects a growing regulatory trend that may impose potential future risks.

Risk Management

The Board oversees risk governance, and the Management has an Enterprise Risk Management ("ERM") Framework to ensure a standardised and consistent approach to identifying, assessing, prioritising and managing risks across the REIT's business and operations. In FY 2022, the REIT engaged an independent consultant to conduct a detailed environmental risk screening and assessment of its portfolio. The climate-related risks identified have been integrated into the ERM Framework and the Risk Register for regular monitoring and management.

Though none of our properties have experienced extreme weather events so far, we have implemented a Business Continuity Plan and Emergency Response Plans to mitigate the impacts of these physical risks if they materialise. We also maintain comprehensive insurance coverage for natural disasters. The REIT is committed to exploring more sustainable and cost-effective energy solutions to reduce energy expenses over the long term.

Regarding the management of transition risks, we closely monitor regulatory developments in China to avoid potential penalties for non-compliance with any emerging carbon requirements. Moreover, we introduced various initiatives and energy-saving programs to control our carbon footprint and strengthen our preparedness for future carbon regulations.

Locally in Singapore, the REIT complies with SGX-ST requirements, including incorporating environmental risk considerations into our ERM Framework and considering environmental risks in evaluations of future property acquisitions. As for climate reporting, we have aligned our disclosures with the TCFD recommendations since FY 2022, reinforcing our commitment to responsible business operations.

Metrics and Targets

Under our Sustainability Framework, we actively monitor and track Water and Energy consumption and intensity, as well as GHG emissions and emission intensity. The GHG emissions were reported with guidance from the GHG Protocol. In FY 2024, Scope 1 (Direct) emissions were 1,132 tCO₂e and Scope 2 (indirect) emissions amounted to 10,369 tCO₂e. For further information on the results, performance and targets, please refer to pages 98 to 107 of our Sustainability Report. As we implement the TCFD recommendations in a phased approach, we will establish more specific targets over time to strengthen our climate commitments.



FINANCIAL STATEMENTS

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Report of the Trustee

DBS Trustee Limited (the "**Trustee**") is under a duty to take into custody and hold the assets of BHG Retail REIT (the "**REIT**") in trust for the Unitholders (the "**Unitholders**"). In accordance with the Securities and Futures Act 2001, its subsidiary legislation and the Code on Collective Investment Schemes, the Trustee shall monitor the activities of BHG Retail Trust Management Pte. Ltd. (the "**Manager**") for compliance with the limitations imposed on the investment and borrowing powers as set out in the trust deed dated 18 November 2015 (as amended by a first supplemental deed dated 26 March 2018, a second supplemental deed dated 20 April 2018 and a third supplemental deed dated 14 April 2020) (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 year covered by these financial statements, set out on pages 125 to 196 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,
DBS Trustee Limited**

Chan Kim Lim
Director

Singapore
27 March 2025

Statement by the Manager

In the opinion of the directors of BHG Retail Trust Management Pte. Ltd. (the "**Manager**"), the accompanying financial statements set out on pages 125 to 196 comprising the statements of financial position and statements of movements in unitholders' (the "Unitholders") funds of BHG Retail REIT (the "**REIT**") and its subsidiaries (the "**Group**") and of the REIT, the statement of total return, distribution statement, portfolio statement and statement of cash flows of the Group and material accounting information and other explanatory information, are drawn up so as to present fairly, in all material respects, the financial position of the Group and of the REIT and the portfolio of the Group as at 31 December 2024, the total return, distributable income, movements in Unitholders' funds and cash flows of the Group and movement in Unitholders' funds of the REIT 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 and the provisions of the Trust Deed dated 18 November 2015 (as amended by a first supplemental deed dated 26 March 2018, a second supplemental deed dated 20 April 2018 and a third supplemental deed dated 14 April 2020). At the date of this statement, there are reasonable grounds to believe that the Group will be able to meet its financial obligations as and when they materialise.

**For and on behalf of the Manager,
BHG Retail Trust Management Pte. Ltd.**

Gan Chee Yen
Director

Singapore
27 March 2025

Independent Auditors' Report

Unitholders
BHG Retail REIT

(Constituted under a Trust Deed dated 18 November 2015 (as amended by a first supplemental deed dated 26 March 2018, a second supplemental deed dated 20 April 2018 and a third supplemental deed dated 14 April 2020) in the Republic of Singapore)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of BHG Retail REIT (the "**REIT**") and its subsidiaries (the "**Group**"), which comprise the consolidated statement of financial position and consolidated portfolio statement of the Group and the statement of financial position of the REIT as at 31 December 2024, the consolidated statement of total return, consolidated distribution statement, consolidated statement of movements in Unitholders' funds and consolidated statement of cash flows of the Group and the statement of movements in Unitholders' funds of the REIT for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 125 to 196.

In our opinion, the accompanying consolidated financial statements of the Group, and the statement of financial position and statement of movements in Unitholders' funds of the REIT present fairly, in all material respects, the consolidated financial position and the portfolio holdings of the Group and the financial position of the REIT as at 31 December 2024 and the consolidated total return, consolidated distributable income, consolidated movements in Unitholders' funds and consolidated cash flows of the Group and the movements in Unitholders' funds of the REIT for the year then ended in accordance with the recommendations of Statement of Recommended Accounting Practice 7 "*Reporting Framework for Investment Funds*" ("**RAP 7**") 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 '*Auditors' 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 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 year. 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.

Independent Auditors' Report

VALUATION OF INVESTMENT PROPERTIES

(Refer to Portfolio Statement and Note 4 to the financial statements)

Risk

Investment properties represent the single largest category of assets on the consolidated statement of financial position of the Group at S\$885.3 million (2023: S\$878.2 million) as at 31 December 2024.

These investment properties are stated at their fair values based on independent external valuations.

The valuation process involves significant judgement in determining the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied. The valuations are highly sensitive to key assumptions applied and a small change in the assumptions can have a significant impact to the valuation.

Our response

We evaluated the qualifications, competence and objectivity of the external valuers and held discussions with the valuers to understand their valuation methodologies and assumptions used.

We considered the valuation methodologies used against those applied by other valuers for similar property types. We tested the reasonableness of the projected cash flows used in the valuation to supporting leases and externally available industry and economic data available as at 31 December 2024. We assessed the key assumptions used in the valuations, which included revenue growth rates, term yield and reversionary rates, discount rates and terminal capitalisation rates by comparing them against historical rates and available industry data, taking into consideration comparability and market factors.

We also considered the adequacy of the disclosures in the financial statements, in describing the inherent degree of subjectivity and key assumptions in the estimates. This includes the relationships between the key unobservable inputs and fair values, in conveying the uncertainties.

Our findings

The valuers are members of recognised professional bodies for valuers and have considered their own independence in carrying out their work.

The valuation methodologies adopted by the valuers are in line with generally accepted market practices. The significant data inputs used were supported by relevant supporting documents. The key assumptions used in the valuations, including the revenue growth rates, term yield and reversionary rates, discount rates and terminal capitalisation rates were supported by the evidence available and are within the range of industry data. Where the assumptions were outside the expected range, the additional factors considered by the valuers were consistent with other corroborative evidence. The disclosures in the financial statements are appropriate.

Independent Auditors' Report

Other information

BHG Retail Trust Management Pte. Ltd., the Manager of the REIT (the "**Manager**"), is responsible for the other information in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report hereon.

We have obtained all other information prior to the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditors' report, 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 and fair presentation of these financial statements in accordance with the recommendations of RAP 7 issued by the Institute of Singapore Chartered Accountants, and for such internal control 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 terminate 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.

Auditors' 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 auditors' 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.

Independent Auditors' Report

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 controls 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 use of the going concern basis of accounting by the Manager 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 auditors' 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 auditors' 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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 controls 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.

Independent Auditors' Report

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 year and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude 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 auditors' report is Yap Wee Kee.

KPMG LLP

*Public Accountants and
Chartered Accountants*

Singapore

27 March 2025

Statements of Financial Position

As at 31 December 2024

	Note	Group		REIT	
		2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Non-current assets					
Investment properties	4	885,349	878,152	-	-
Plant and equipment	5	1,122	476	-	-
Interests in subsidiaries	6	-	-	584,661	583,896
Deferred tax assets	7	204	46	-	-
Derivative assets	8	-	754	-	754
		<u>886,675</u>	<u>879,428</u>	<u>584,661</u>	<u>584,650</u>
Current assets					
Trade and other receivables	9	10,753	4,557	2,008	368
Cash and cash equivalents	10	29,042	42,898	5,011	3,601
Derivative assets	8	163	-	163	-
		<u>39,958</u>	<u>47,455</u>	<u>7,182</u>	<u>3,969</u>
Total assets		<u>926,633</u>	<u>926,883</u>	<u>591,843</u>	<u>588,619</u>
Non-current liabilities					
Loans and borrowings	11	7,700	7,700	7,700	7,700
Trade and other payables	12	1,678	1,667	41,057	33,468
Security deposits		5,282	5,862	-	-
Lease liability	13	564	-	-	-
Deferred tax liabilities	7	34,913	35,470	-	-
Derivative liabilities	8	-	277	-	277
		<u>50,137</u>	<u>50,976</u>	<u>48,757</u>	<u>41,445</u>
Current liabilities					
Loans and borrowings	11	292,033	291,615	246,060	246,241
Trade and other payables	12	28,940	25,855	58,477	47,787
Security deposits		12,475	10,929	-	-
Current tax liabilities		2,494	2,094	-	-
Lease liability	13	67	-	-	-
Derivative liabilities	8	98	-	98	-
		<u>336,107</u>	<u>330,493</u>	<u>304,635</u>	<u>294,028</u>
Total liabilities		<u>386,244</u>	<u>381,469</u>	<u>353,392</u>	<u>335,473</u>
Net assets		<u>540,389</u>	<u>545,414</u>	<u>238,451</u>	<u>253,146</u>
Represented by:					
Unitholders' funds	14	374,027	376,198	238,451	253,146
Non-controlling interests	15	166,362	169,216	-	-
		<u>540,389</u>	<u>545,414</u>	<u>238,451</u>	<u>253,146</u>
Units in issue ('000)	16	<u>519,603</u>	<u>519,603</u>	<u>519,603</u>	<u>519,603</u>
Net asset value per Unit attributable to Unitholders (S\$)		<u>0.72</u>	<u>0.72</u>	<u>0.46</u>	<u>0.49</u>

The accompanying notes form an integral part of these financial statements.

Statements of Total Return

Year ended 31 December 2024

	Note	Group		REIT	
		2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Gross rental income		55,336	56,444	-	-
Dividend income		-	-	7,835	11,681
Other income		5,621	5,532	-	-
Gross revenue		60,957	61,976	7,835	11,681
Business tax		(361)	(379)	-	-
Property-related tax		(5,744)	(5,586)	-	-
Property management fees and reimbursables		(2,269)	(2,170)	-	-
Other property operating expenses	18	(19,740)	(18,879)	-	-
Total property operating expenses		(28,114)	(27,014)	-	-
Net property income		32,843	34,962	7,835	11,681
Manager's management fees					
- Base fee		(330)	(277)	(330)	(277)
- Performance fee		(135)	-	(135)	-
Trustee's fees		(145)	(148)	(145)	(148)
Valuation fee		44	(22)	44	(22)
Other income (non-operating)		924	1,104	-	-
Other operating expenses	19	(1,079)	(917)	218	(1,441)
Foreign exchange gain/(loss) – realised		1,403	(140)	-	(21)
Finance income		91	122	-	-
Finance costs		(19,304)	(20,034)	(19,539)	(19,826)
Net finance costs	20	(19,213)	(19,912)	(19,539)	(19,826)
Total return/(loss) before changes in fair value of investment properties and unrealised foreign exchange gain/(loss)		14,312	14,650	(12,052)	(10,054)
Changes in fair value of investment properties	4	(4,798)	(5,502)	-	-
Foreign exchange gain/(loss) – unrealised		62	22	(516)	2,718
Total return/(loss) for the year before taxation		9,576	9,170	(12,568)	(7,336)
Taxation	21	(4,597)	(5,335)	-	-
Total return/(loss) for the year after taxation		4,979	3,835	(12,568)	(7,336)
Attributable to:					
Unitholders		(2,283)	(3,792)	(12,568)	(7,336)
Non-controlling interests	15	7,262	7,627	-	-
Total return/(loss) for the year after taxation		4,979	3,835	(12,568)	(7,336)
Earnings per Unit (cents)	22				
- Basic		(0.44)	(0.74)		
- Diluted		(0.44)	(0.73)		

The accompanying notes form an integral part of these financial statements.

Distribution Statements

Year ended 31 December 2024

	Note	Group		REIT	
		2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Amount available for distribution to Unitholders at beginning of the year		517	2,245	517	2,245
Total loss for the year attributable to Unitholders		(2,283)	(3,792)	(12,568)	(7,336)
Distribution adjustments	A	5,144	6,242	15,429	9,786
Income for the year available for distribution to Unitholders		2,861	2,450	2,861	2,450
Amount retained ⁽¹⁾		(286)	(245)	(286)	(245)
Income for the year to be distributed to Unitholders		2,575	2,205	2,575	2,205
Distribution to Unitholders during the year:					
- Distribution of 0.41 cents per Unit for period from 1 July 2022 to 31 December 2022		-	(2,121)	-	(2,121)
- Distribution of 0.35 cents per Unit for period from 1 January 2023 to 30 June 2023		-	(1,812)	-	(1,812)
- Distribution of 0.08 cents per Unit for period from 1 July 2023 to 31 December 2023		(416)	-	(416)	-
- Distribution of 0.25 cents per Unit for period from 1 January 2024 to 30 June 2024		(1,299)	-	(1,299)	-
		(1,715)	(3,933)	(1,715)	(3,933)
Amount available for distribution to Unitholders at end of the year		1,377	517	1,377	517
Distribution per unit (cents)⁽²⁾		0.50	0.43		

⁽¹⁾ For the year ended 31 December 2024, approximately S\$0.3 million (2023: S\$0.2 million) of the amount available for distribution has been retained for operational expenses and working capital requirements of the REIT.

⁽²⁾ The distribution per unit relates to the distributions in respect of the relevant financial year.

The distribution relating to 1 July 2024 to 31 December 2024 will be paid within 90 days from the end of the distribution period, in accordance with the provisions of the Trust Deed.

The accompanying notes form an integral part of these financial statements.

Distribution Statements

Year ended 31 December 2024

Note A - Distribution adjustments

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Distribution adjustment items:				
- Amortisation of debt establishment costs	2,450	2,392	2,319	2,261
- Changes in fair value of investment properties ⁽¹⁾	4,823	6,196	-	-
- Deferred taxation ⁽¹⁾	(1,004)	(879)	-	-
- Net income of subsidiaries not distributed to the REIT ⁽¹⁾	-	-	12,595	10,243
- Transfer to statutory reserve ⁽¹⁾	(944)	(1,207)	-	-
- Other adjustments ⁽¹⁾	(181)	(260)	515	(2,718)
Net effect of distribution adjustments	5,144	6,242	15,429	9,786

⁽¹⁾ Excludes share attributable to non-controlling interests

The accompanying notes form an integral part of these financial statements.

Statements of Movements in Unitholders' Funds

Year ended 31 December 2024

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Unitholders' funds as at beginning of the year	376,198	411,087	253,146	264,322
Operations				
Total loss for the year after taxation attributable to Unitholders	(2,283)	(3,792)	(12,568)	(7,336)
Transfer to statutory reserve	(944)	(1,207)	-	-
Net decrease in net assets resulting from operations	(3,227)	(4,999)	(12,568)	(7,336)
Hedging reserve				
Effective portion of changes in fair value of cash flow hedges	(412)	(897)	(412)	(897)
Foreign currency translation reserve				
Translation differences from financial statements of foreign operations	2,239	(27,257)	-	-
Statutory reserve				
Transfer from operations	944	1,207	-	-
Unitholders' transactions				
Units issued in respect of the distribution reinvestment plan	-	990	-	990
Distributions to Unitholders	(1,715)	(3,933)	(1,715)	(3,933)
	(1,715)	(2,943)	(1,715)	(2,943)
Unitholders' funds as at end of the year	374,027	376,198	238,451	253,146

Non-controlling interest

	Group	
	2024 S\$'000	2023 S\$'000
At beginning of the year	169,216	172,854
Total return attributable to non-controlling interests	7,262	7,627
Distributions to non-controlling interests	(4,108)	(4,096)
Surplus capital returned to non-controlling interests	(7,105)	-
Translation differences from financial statements of foreign operations	1,097	(7,169)
At end of the year	166,362	169,216

The accompanying notes form an integral part of these financial statements.

Portfolio Statement

As at 31 December 2024

Group	Description of leasehold property	Location	Term of lease (years)	Remaining term of lease (years)	Valuation as at		Valuation as at		Percentage of Unitholders' funds	
					2024	2023	2024	2023	2024	2023
					RMB'000	RMB'000	SS'000	SS'000	%	%
	Beijing Wanliu	No.2 Bagou Road, Haidian District, Beijing	30	20 ⁽¹⁾	2,557,000	2,551,000	478,714	474,310	127	126
	Chengdu Konggang	No. 166 Jinhua Road second section, Shuangliu County, Chengdu	32	22 ⁽²⁾	674,000	674,000	126,184	125,317	34	33
	Hefei Mengchenglu	No.99 Mengcheng Road, Luyang District, Hefei	30	20	595,000	587,000	111,394	109,141	30	29
	Hefei Changjiangxilu	No. 639 Changjiangxilu Road, Shushan District, Hefei	30	18	485,000	483,000	90,800	89,805	24	24
	Xining Huayuan	Nos.16-19 Shipo street, Chengzhong District, Xining	34	24	259,000	266,000	48,489	49,458	13	13
	Dalian Jinsanjiao	No.18 Huadong Road, Ganjingzi District, Dalian	33	17	159,000	162,000	29,768	30,121	8	8
	Investment properties, at valuation						885,349	878,152	236	233
	Other assets and liabilities (net)						(344,960)	(332,738)	(92)	(88)
	Net assets						540,389	545,414	144	145
	Net assets attributable to non-controlling interests						(166,362)	(169,216)	(44)	(45)
	Net assets attributable to Unitholders						374,027	376,198	100	100

⁽¹⁾ 30 years of remaining term lease for underground car parking use.

⁽²⁾ 52 years of remaining term lease for underground car parking use.

The accompanying notes form an integral part of these financial statements.

Statement of Cash Flows

Year ended 31 December 2024

	Note	Group	
		2024 S\$'000	2023 S\$'000
Cash flows from operating activities			
Total return for the year before taxation		9,576	9,170
Adjustments for:			
Finance income	20	(91)	(122)
Finance costs	20	19,304	20,034
Loss on disposal of plant and equipment	18	35	44
Depreciation of plant and equipment	5	93	80
Changes in fair value of investment properties	4	4,798	5,502
Foreign exchange gain – unrealised		(62)	(22)
Impairment loss/(impairment loss written back) on trade and other receivables	18	164	(31)
Operating income before working capital changes		33,817	34,655
Changes in:			
Trade and other receivables		(7,231)	4,059
Trade and other payables		256	3,712
Security deposits		966	(1,374)
Cash generated from operating activities		27,808	41,052
Tax paid		(5,211)	(6,912)
Net cash generated from operating activities		22,597	34,140
Cash flows from investing activities			
Capital expenditure on investment properties		(4,815)	(9,872)
Purchase of plant and equipment		(40)	(89)
Interest received		91	122
Net cash used in investing activities		(4,764)	(9,839)
Cash flows from financing activities			
Distribution to Unitholders	(i)	(1,715)	(2,943)
Dividend paid to non-controlling interests	15	(4,108)	(4,096)
Surplus capital returned to non-controlling interests		(7,105)	–
Increase in restricted cash		(731)	(1,416)
Proceeds from borrowings	11	4,681	13,905
Repayment of borrowings	11	(6,990)	(6,875)
Interest paid	11	(17,317)	(16,815)
Net settlement of derivative contracts	11	816	623
Payment of transaction costs related to loans and borrowings		(19)	(19)
Payment of lease liability	11	(92)	–
Net cash used in financing activities		(32,580)	(17,636)

The accompanying notes form an integral part of these financial statements.

Statement of Cash Flows

Year ended 31 December 2024

	Note	Group	
		2024 S\$'000	2023 S\$'000
(Decrease)/increase in cash and cash equivalents		(14,747)	6,665
Cash and cash equivalents at 1 January		37,939	32,833
Effect of foreign exchange rate changes on cash balances		149	(1,559)
Cash and cash equivalents at 31 December	10	<u>23,341</u>	<u>37,939</u>

Notes:

Significant non-cash transactions

- (i) There is no distribution reinvestment plan during the financial year ended 31 December 2024. For the financial year ended 31 December 2023, the REIT issued 2,118,000 new Units at an issue price of S\$0.4677 per Unit as payment for distribution of S\$990,000 under the distribution reinvestment plan for the period from 1 January 2023 to 30 June 2023.

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements

Year ended 31 December 2024

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Manager and the Trustee on 27 March 2025.

1. GENERAL

BHG Retail REIT (the "REIT") is a Singapore-domiciled unit trust constituted pursuant to the trust deed dated 18 November 2015 (as amended by a first supplemental deed dated 26 March 2018, a second supplemental deed dated 20 April 2018 and a third supplemental deed dated 14 April 2020) (collectively the "Trust Deed") between BHG Retail Trust Management Pte. Ltd. (the "Manager") and DBS Trustee 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 REIT held by it or through its subsidiaries (the "Group") in trust for the holders of units ("Units") in the REIT.

The REIT was formally admitted to the Official List of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 11 December 2015 (the "Listing Date").

The principal activities of the REIT are those relating to investment in a diversified portfolio of income-producing properties located primarily in the People's Republic of China ("China") and used primarily for retail purposes.

The principal activities of the subsidiaries are those of investment holding of properties located in China and used for retail purposes.

The Group has entered into several service agreements in relation to the management of the REIT and its property operations. The main fee structures for these services are as follows:

(i) Trustee's fees

Pursuant to Clause 15.5 of the Trust Deed, the Trustee's fees shall not exceed 0.1% per annum of the value of deposited property, subject to a minimum of S\$10,000 per month, excluding out-of-pocket expenses and Goods and Services Tax.

(ii) Manager's management fees

The Manager is entitled under Clauses 15.1 of the Trust Deed to the following management fees:

- a base fee of 10% per annum of the annual distributable income; and
- a performance fee of 25% per annum of the difference in distribution per unit ("DPU") in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee but after accounting for the base fee in each financial year) multiplied by the weighted average number of Units in issue for such financial year.

The Manager may elect to receive the management fees in cash or Units or a combination of cash and/or Units (as it may in its sole discretion determine).

Notes to the Financial Statements

Year ended 31 December 2024

1. GENERAL (CONT'D)

(iii) Property management fees

Under the property management agreement in respect of each property, the property manager ("Property Manager") will provide lease management services, property management services and marketing co-ordination services in relation to the property. The Property Manager is entitled to the following fees:

- 2% per annum of the gross revenue of the property;
- 2.5% per annum of the net property income of the property; and
- a one-time lease-up commission of 2 months of fixed rent for securing of new tenants for a tenancy of at least three years, commencing for new tenancies entered into from 1 January 2018.

The property management fees are payable to the Property Manager. The Property Manager may elect to receive the property management fees in the form of cash and/or Units.

2. BASIS OF PREPARATION

2.1 Going concern

The Group and the REIT have net current liabilities of S\$296.1 million and S\$297.5 million respectively as at 31 December 2024. Notwithstanding the net current liabilities position as at reporting date, the Manager has prepared the financial statements based on a going concern basis, having assessed the sources of liquidity and funding available to the Group and the REIT. These included the ability to roll over the existing secured borrowing facilities to March 2028 and ability to generate funds from operations to the Group and the REIT as at 31 December 2024. As of the date of this report, the Group and the REIT have rolled over the existing offshore secured borrowing facilities of S\$252.0 million and continue to have in place the existing onshore secured borrowing facilities of RMB297.0 million. The facilities will mature in March 2028 as described in note 11. The Manager has assessed that the Group and the REIT can continue as a going concern for the foreseeable future.

2.2 Statement of compliance

The financial statements have been prepared in accordance with the recommendations of the Statement of Recommended Accounting Practice 7 Reporting Framework for Investment Funds ("RAP 7") issued by the Institute of Singapore Chartered Accountants, 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 that accounting policies adopted should generally comply with the principles relating to recognition and measurement of the Financial Reporting Standards ("FRS"). The changes to material accounting policies are described in note 2.6.

Notes to the Financial Statements

Year ended 31 December 2024

2. BASIS OF PREPARATION (CONT'D)

2.3 Basis of measurement

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

2.4 Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the "functional currency"). The consolidated financial statements of the Group are presented in Singapore Dollars, which is the functional currency of the REIT. All financial information presented in Singapore Dollars has been rounded to the nearest thousand, unless otherwise stated.

2.5 Use of estimates and judgements

The preparation of financial statements in conformity with RAP 7 requires the Manager to make judgements, estimates and assumptions about the future, including climate-related risks and opportunities, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are consistent with the Group's risk management and climate-related commitments where appropriate. Revisions to accounting estimates are recognised prospectively.

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets, and financial and non-financial liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. 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 within 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).

Notes to the Financial Statements

Year ended 31 December 2024

2. BASIS OF PREPARATION (CONT'D)

2.5 Use of estimates and judgements (cont'd)

Measurement of fair values (cont'd)

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.

Further information about the assumptions made in measuring fair values is included in the Note 4 – investment properties and Note 27 – capital and financial risk management.

2.6 Changes in material accounting policies

New standards and amendments

The Group has applied the following FRSs, amendments to and interpretations of FRS for the first time for the annual period beginning on 1 January 2024:

- Amendments to FRS 1: *Classification of Liabilities as Current or Non-Current and Non-current Liabilities with Covenants*
- Amendments to FRS 16: *Lease Liabilities in a Sale and Leaseback*
- Amendments to FRS 7: *Supplier Finance Arrangements*

The application of these amendments to standards and interpretations does not have a material effect on the financial statements.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, and have been applied consistently by Group entities, except as explained in note 2.6, which addresses changes in material accounting policies.

3.1 Basis of consolidation

(i) 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.

The Group measures goodwill at the date of acquisition as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interest ("NCI") in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the pre-existing equity interest in the acquiree, over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. Any goodwill that arises is tested annually for impairment.

When the excess is negative, a gain on bargain purchase is recognised immediately in the statement of total return.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in the statement of total return.

Costs related to the acquisition, other than those associated with the issue of debt or equity investments, that the Group incurs in connection with a business combination are expensed as incurred.

NCI that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the NCI's proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition. The measurement basis taken is elected for each business combination. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required under the principles of FRSs. If the business combination is achieved in stages, the Group's previously held equity interest in the acquiree is re-measured to fair value at each acquisition date and any changes are taken to the statement of total return.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.1 Basis of consolidation (cont'd)

(i) Business combinations (cont'd)

When acquisition of an asset or a group of assets does not constitute a business combination, it is treated as property acquisition. In such cases, the individual identifiable assets acquired and liabilities assumed are recognised. The acquisition cost shall be allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of acquisition. Such a transaction does not give rise to goodwill.

(ii) 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 Group's acquisition of subsidiaries is primarily accounted for as an acquisition of assets as the subsidiaries are special purpose vehicles established for the sole purpose of holding assets.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(iii) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in statement of total return. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with 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.

(v) Accounting for subsidiaries by the REIT

Investments in subsidiaries are stated in the REIT's statements of financial position at cost less accumulated impairment losses.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.2 Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that 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 foreign exchange rates 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 generally recognised in statement of total return. However, foreign currency differences arising from the translation of the following items are recognised in Unitholders' Funds:

- A financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and
- Qualifying cash flow hedges to the extent that the hedge is effective.

(ii) Foreign operations

The assets and liabilities of foreign operations 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 in the foreign currency translation reserve. However, if the foreign operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence 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 significant influence or joint control, the relevant proportion of the cumulative amount is reattributed to the non-controlling interests.

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

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.3 Financial instruments

- (i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price. However, if the Group has an unconditional right to an amount that differs from the transaction price (e.g. due to the Group's refund policy), the trade receivable will be initially measured at the amount of that unconditional right.

- (ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified is measured at amortised cost.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of total return. Any gain or loss on derecognition is recognised in statement of total return.

Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of total return. These financial liabilities comprised interest-bearing borrowings, security deposits, and trade and other payables.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.3 Financial instruments (cont'd)

(iii) Derecognition

Financial assets

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
 - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
 - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Transferred assets are not derecognised when the Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in statement of total return.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Cash and cash equivalents

Cash and cash equivalents comprise cash balances at bank.

(vi) Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its interest rate risk exposures.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.3 Financial instruments (cont'd)

(vi) Derivative financial instruments and hedge accounting (cont'd)

The Group designates certain 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.

The amount accumulated in the hedging reserve and the cost of hedging reserve is reclassified to statement of total return in the same period or periods during which the hedged expected future cash flows affect 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 and the cost of hedging reserve remains in Unitholders' funds until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to 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 and the cost of hedging reserve are immediately reclassified to the statement of total return.

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.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.4 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 the production or supply of goods or services or for administrative purposes. Investment properties are measured at cost on initial recognition and subsequently at fair value with any change therein recognised in the statement of total return.

Fair value is determined in accordance with the Trust Deed, which requires the investment properties to be valued by independent registered valuers at least once a year in accordance with the CIS Code issued by the MAS.

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.

When the use of a property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

Property that is being constructed for future use as investment property is accounted for at fair value.

3.5 Plant and equipment

(i) Recognition and measurement

Items of plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of plant and equipment.

Gains or losses arising from the retirement or disposal of plant and equipment are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in the statement of total return on the date of retirement or disposal.

(ii) Subsequent costs

The cost of replacing a component of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The cost of the day-to-day servicing of plant and equipment are recognised in the statement of total return as incurred.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.5 Plant and equipment (cont'd)

(iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in statement of total return on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment, unless it is included in the carrying amount of another asset.

Depreciation is recognised from the date that the plant and equipment are installed and are ready for use. The estimated useful lives for the current and comparative years are as follows:

Plant and machinery	-	5-10 years
Motor vehicles	-	5-10 years
Furniture, fittings and equipment	-	5-10 years

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.

3.6 Impairment

(i) Non-derivative financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on financial assets measured at amortised costs.

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 the 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.

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.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.6 Impairment (cont'd)

(i) Non-derivative financial assets (cont'd)

General approach (cont'd)

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 borrower 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).

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

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 borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.6 Impairment (cont'd)

(i) Non-derivative financial assets (cont'd)

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.

(ii) Non-financial assets

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 to 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. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

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.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.7 Unitholders' funds

Unitholders' funds represent the residual interests in the Group's net assets upon termination and are classified as equity.

Expenses incurred in connection with the issuance of Units in the REIT are deducted directly against the Unitholders' funds.

3.8 Employee benefits

(i) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in statement of total return in the periods during which related services are rendered by employees.

(ii) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

3.9 Distribution policy

The REIT's distribution policy is to distribute 100.0% of its amount available for distribution to Unitholders for the financial period from 11 December 2015 ("Listing Date") to 31 December 2016. Thereafter, the Manager will distribute at least 90.0% of the REIT's amount available for distribution with the actual level of distribution to be determined at the discretion of the Board of Directors of the Manager. Distribution to Unitholders will be made semi-annually based on the half-yearly results of the REIT.

On 12 August 2022, the Manager has announced the implementation of the Distribution Reinvestment Plan ("DRP"), which provides eligible Unitholders with the option to elect to receive the REIT's Units in respect of all or part only (where applicable) in lieu of the cash amount of any distribution to which the DRP applies. The Manager may, in its absolute discretion, determine when to implement a DRP.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.10 Revenue recognition

(i) Rental income

Rental income receivable under operating leases is recognised in the statement of total return on a straight-line basis over the term of the lease, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives granted are recognised as an integral part of the total rental to be received. Contingent rentals, which include gross turnover rental, are recognised as income in the accounting period in which they are earned. No contingent rentals are recognised if there are uncertainties due to the possible return of amounts received.

(ii) Dividend income

Dividend income is recognised when the right to receive payment is established.

3.11 Expenses

(i) Property expenses

Property expenses are recognised on an accrual basis.

(ii) Manager's management fees, property management fees and Trustee's fees

These are recognised on an accrual basis based on the applicable formula stipulated in Note 1.

3.12 Finance income and finance costs

Finance income comprises interest income recognised in the statement of total return as it accrues, using the effective interest method.

Finance costs which comprise interest expense on borrowings and expense incurred in connection with borrowings are recognised in the statement of total return, using the effective interest method over the period of the borrowings.

3.13 Leases

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 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.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.13 Leases (cont'd)

As a lessor (cont'd)

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 asset.

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'.

As a lessee

The Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component for leases of property.

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, plant 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.

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 Group's incremental borrowing rate. Generally, The Group uses its incremental borrowing rate as the discount rate.

The Group determines its 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.

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.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.13 Leases (cont'd)

As a lessee (cont'd)

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 profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' in the statement of financial position.

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, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.14 Taxation

Tax expenses 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' fund.

Current tax is the expected tax payable or receivable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

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, at the time of the transaction, that affects neither accounting nor taxable profit or loss; and
- temporary differences relating to investments in subsidiaries to the extent that the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.14 Taxation (cont'd)

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. Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 3.4, the amount of deferred tax recognised is measured using the tax rates that would apply on the sale of those assets at their carrying value at the end of the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets or liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

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 income 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.

Deferred tax assets are recognised for unused tax losses, unused 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 used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. 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; such reductions are reversed when the probability of future taxable profits improves.

3.15 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 attributable to Unitholders of the Group by the weighted average number of ordinary Units outstanding during the year. Diluted EPU is determined by adjusting the total return attributable to Unitholders and the weighted average number of Units outstanding for the effects of all dilutive potential Units.

3.16 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. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Makers ("CODMs"). The CODMs has been identified as the Chief Executive Officer and the Chief Financial Officer of the Manager.

Notes to the Financial Statements

Year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICIES (CONT'D)

3.16 Segment reporting(cont'd)

Segment results that are reported to the CODMs include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly other receivables, cash and cash equivalents, trade and other payables, and interest-bearing borrowings.

Segment capital expenditure is the total cost incurred during the year to acquire plant and equipment and capital expenditure on investment properties.

3.17 New standards and interpretations not adopted

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2024 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these financial statements.

- *FRS118: Presentation and Disclosure in Financial Statements*
- *Amendments to FRS 21: Lack of Exchangeability*
- *Classification and Measurement of Financial Instruments (Amendments to FRS 109 and FRS 107)*
- *Annual Improvements to FRSs—Volume 11*
- *FRS 119: Subsidiaries without Public Accountability: Disclosures*

FRS 118 will replace FRS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to company information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method. The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as other.

The Group is in the process of assessing the impact of the others new or amended standards on its financial statements.

Notes to the Financial Statements

Year ended 31 December 2024

4 INVESTMENT PROPERTIES

	Group	
	2024 S\$'000	2023 S\$'000
At beginning of the year	878,152	912,241
Additions during the year	4,815	9,872
	882,967	922,113
Changes in fair value	(4,798)	(5,502)
Translation differences	7,180	(38,459)
At end of the year	885,349	878,152

Investment properties comprise retail properties that are held mainly for use by tenants under operating leases (see Portfolio Statement for details).

Contingent rents, representing income based on sales achieved by certain tenants, recognised in the statement of total return during the year amounted to S\$2.7 million (2023: S\$3.0 million).

Fair value

The fair value measurement for investment properties has been categorised as a Level 3 fair value based on the inputs to the valuation techniques used (see Note 2.5). Investment properties are stated at fair value based on valuation as at 31 December 2024 performed by independent professional valuers having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. In determining the fair value, the valuers have used valuation methods which involve certain estimates. As explained under Note 3.4, valuation of investment properties is performed in accordance with the Trust Deed. The Manager reviews the key valuation parameters and underlying data including revenue growth rates, term yield and reversionary rates, discount rates and terminal capitalisation rates adopted by the valuers and is of the view that the valuation methods and estimates are reflective of the current market conditions.

Notes to the Financial Statements

Year ended 31 December 2024

4 INVESTMENT PROPERTIES (CONT'D)

Fair value (cont'd)

The fair values are based on open market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction wherein the parties had each acted knowledgeably and without compulsion.

The valuers have considered valuation techniques including the discounted cash flow method, and capitalisation approach. 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.

Level 3 fair values

The following table shows the significant unobservable inputs used in the valuation models:

Valuation methods	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flows approach	Discount rates from 7.0% to 8.0% (2023: 7.0% to 8.0%)	The fair value increases as discount rate decreases.
	Revenue growth rates 3.0% to 9.0% (2023: 3.0% to 10.0%)	The fair value increases as revenue growth rate increases.
	Terminal capitalisation rates 4.0% to 5.0% (2023: 4.0% to 5.0%)	The fair value increases as terminal capitalisation rates decreases.
Income capitalisation approach	Term yield from 5.2% to 6.6% (2023: 5.2% to 6.6%)	The fair value increases as term yield decreases.
	Reversionary rates from 5.7% to 7.1% (2023: 5.7% to 7.1%)	The fair value increases as reversionary rate decreases.

Security

The investment properties are pledged as security to secure credit facilities (Note 11).

Notes to the Financial Statements

Year ended 31 December 2024

5. PLANT AND EQUIPMENT

	Plant and machinery S\$'000	Motor vehicles S\$'000	Furniture, fittings and equipment S\$'000	Leased land S\$'000	Total S\$'000
Group					
Cost					
At 1 January 2023	3,704	244	3,557	-	7,505
Additions during the year	76	-	13	-	89
Disposal/written off	(43)	-	(16)	-	(59)
Translation difference on consolidation	(155)	(10)	(147)	-	(312)
At 31 December 2023	3,582	234	3,407	-	7,223
Additions during the year	33	-	7	700	740
Disposal/written off	(34)	-	(21)	-	(55)
Translation difference on consolidation	25	2	23	16	66
At 31 December 2024	3,606	236	3,416	716	7,974
Accumulated depreciation					
At 1 January 2023	3,455	222	3,296	-	6,973
Charge for the year	24	8	48	-	80
Disposal/written off	-	-	(15)	-	(15)
Translation difference on consolidation	(144)	(9)	(138)	-	(291)
At 31 December 2023	3,335	221	3,191	-	6,747
Charge for the year	25	2	38	28	93
Disposal/written off	-	-	(20)	-	(20)
Translation difference on consolidation	24	2	6	-	32
At 31 December 2024	3,384	225	3,215	28	6,852
Carrying amounts					
At 1 January 2023	249	22	261	-	532
At 31 December 2023	247	13	216	-	476
At 31 December 2024	222	11	201	688	1,122

Property, plant and equipment includes the Group's right-of-use assets of S\$0.7 million (2023: S\$Nil) in relation to a land use right.

Notes to the Financial Statements

Year ended 31 December 2024

6. INTERESTS IN SUBSIDIARIES

	REIT	
	2024 S\$'000	2023 S\$'000
Equity investment, at cost	5,510	5,510
Non-trade amounts due from subsidiaries	579,151	579,166
	584,661	584,676
Less: Provision of impairment on cost of investments	-	(780)
	584,661	583,896

(a) Details of the subsidiaries are as follows:

Name of subsidiaries	Place of incorporation/ business	Effective equity held by the Group	
		2024 %	2023 %
<u>Held by the REIT</u>			
Petra 1 (China) Mall Pte. Ltd.*	Singapore	100	100
Petra 2 (China) Mall Pte. Ltd.*	Singapore	100	100
Petra 3 (China) Mall Pte. Ltd.*	Singapore	100	100
Petra 4 (China) Mall Pte. Ltd.*	Singapore	100	100
Petra 6 (China) Mall Pte. Ltd.*	Singapore	100	100
Fuchsia (China) Mall Pte. Ltd.*	Singapore	100	100
<u>Held through subsidiaries</u>			
Beijing Hualian Wanmao Shopping Mall Management Co., Ltd. **	China	60	60
Hefei Hualian Rui An Shopping Mall Commercial Operation Co., Ltd.**	China	100	100
Qinghai Xinglian Real Property Co., Ltd. **	China	100	100
Chengdu Hairong Xingda Real Property Co., Ltd. **	China	100	100
Dalian Hualian Commercial Facilities Operation Co., Ltd. **	China	100	100
Hefei Hualian Ruicheng Shopping Plaza Commercial Operation Ltd.**	China	100	100

* Audited by KPMG LLP Singapore

** Audited by KPMG Huazhen LLP China

Notes to the Financial Statements

Year ended 31 December 2024

6. INTERESTS IN SUBSIDIARIES (CONT'D)

- (b) The non-trade amounts due from subsidiaries are unsecured, interest-free, have no fixed term on repayment and are not expected to be repaid within the next 12 months. They are stated at amortised cost, less ECL that is measured on the 12-month expected loss which reflects the low credit risk of the exposures. The amount of the allowance on those balances is not material.

Impairment of investment in subsidiaries

The REIT recognised impairment losses at a level considered adequate to provide for potential non-recoverability of investments in subsidiaries. The level of allowance is evaluated by the REIT on the basis of factors that affect the recoverability of the investments. These factors include, but not limited to, the activities and financial position of the entities and market factors. The REIT reviews and identifies balances that are to be impaired on a continuous basis. The amount and timing of recorded expenses for any period would differ if the REIT made different judgement or utilised different estimates.

The REIT assessed the carrying amount of its investments in subsidiaries for indicators of impairment or reversal of impairment. The recoverable amount of the subsidiary was estimated using the fair value less cost to sell approach derived from the net asset value of the subsidiaries which comprises mainly investment property measured at fair value. Based on the management assessment, a reversal of impairment loss of S\$0.8 million (2023: impairment loss of S\$0.8 million) has been included in the statement of total return.

Notes to the Financial Statements

Year ended 31 December 2024

7. DEFERRED TAX ASSETS/(LIABILITIES)

The movement in deferred tax assets/(liabilities) during the financial year is as follows:

Group	Recognised in statements of total return			Recognised in statements of total return			At 31 December
	At 1 January 2023	(Note 21)	Translation difference	At 31 December 2023	(Note 21)	Translation difference	At 31 December 2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Deferred tax assets							
Allowance for doubtful receivables and unutilised losses	55	(6)	(3)	46	154	4	204
Deferred tax liabilities							
Investment properties	(37,288)	736	1,614	(34,938)	1,005	(317)	(34,250)
Tax on unrepatriated profits	(591)	(24)	83	(532)	(161)	30	(663)
	(37,879)	712	1,697	(35,470)	844	(287)	(34,913)
	(37,824)	706	1,694	(35,424)	998	(283)	(34,709)

Notes to the Financial Statements

Year ended 31 December 2024

7. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts determined after appropriate offsetting are included in the Statement of Financial Position as follows:

	Group	
	2024	2023
	S\$'000	S\$'000
Deferred tax assets	204	46
Deferred tax liabilities	(34,913)	(35,470)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Group	
	2024	2023
	S\$'000	S\$'000
Unutilised tax losses	9,761	6,630

Deferred tax assets have not been recognised within respect of the above as it is not probable that future taxable profits will be available and/or sufficient to allow the related tax benefits to be realised.

The tax losses are subject to agreement by the tax authorities and compliance with tax regulations in the country in which the subsidiaries operate. These tax losses can be carried forward up to five consecutive years and will expire on the fifth year from which the tax losses arise.

8. FINANCIAL DERIVATIVES

	Group and REIT	
	2024	2023
	S\$'000	S\$'000
Derivative assets		
Interest rate swaps used for hedging	163	754
Current	163	-
Non-current	-	754
Derivative liabilities		
Interest rate swaps used for hedging	98	277
Current	98	-
Non-current	-	277

Notes to the Financial Statements

Year ended 31 December 2024

8. FINANCIAL DERIVATIVES (CONT'D)

Interest rate swaps

The Group and the REIT 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.

Interest rate swaps of the Group and the REIT with a total notional amount of S\$123.0 million (2023: S\$124.0 million) and S\$123.0 million (2023: S\$124.0 million) are entered respectively, to provide fixed rate funding for average terms of 3 years (2023: 3 years) at an average interest rate of 3.01% (2023: 3.00%) per annum. These interest rate swaps are designated as hedging instruments in cash flow hedges. The fair value of financial derivatives represented 0.01% (2023: 0.09%) of the net assets of the Group as at 31 December 2024.

9. TRADE AND OTHER RECEIVABLES

	Group		REIT	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Trade receivables from third parties	691	304	-	-
Trade receivables from related companies	3,793	2,303	-	-
Impairment losses	(168)	(62)	-	-
	4,316	2,545	-	-
Other receivables from third parties	4,808	826	1,982	99
Other receivables from related parties	888	267	1	245
Impairment losses	(115)	(54)	-	-
	5,581	1,039	1,983	344
Trade and other receivables	9,897	3,584	1,983	344
Prepayments	856	973	25	24
	10,753	4,557	2,008	368

Concentration of credit risk relating to trade and other receivables is limited as the Group has many varied tenants located in several cities in China and a credit policy of obtaining security deposits from tenants for the lease of units in the Group's investment properties. These tenants comprise retailers engaged in a wide variety of consumer trades.

Notes to the Financial Statements

Year ended 31 December 2024

9. TRADE AND OTHER RECEIVABLES (CONT'D)

Exposure to credit risk

The maximum exposure to credit risk for trade and other receivables at the reporting date (by geographical area) is:

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Beijing	2,584	634	-	-
Chengdu	358	654	-	-
Hefei	431	138	-	-
Qinghai	1,990	844	-	-
Dalian	2,468	886	-	-
Singapore	2,066	428	1,983	344
	<u>9,897</u>	<u>3,584</u>	<u>1,983</u>	<u>344</u>

Expected credit loss assessment

The following table provides information about the exposure to credit risk and ECL's for trade and other receivables as at 31 December 2024:

	Gross carrying amount S\$'000	Group impairment loss allowance S\$'000	Credit impaired
2024			
Not past due	4,550	-	No
Past due 1 – 30 days	1,036	-	No
Past due 31 – 60 days	622	-	No
Past due 61 – 90 days	748	-	No
More than 90 days due	3,224	(283)	Yes
	<u>10,180</u>	<u>(283)</u>	
2023			
Not past due	271	-	No
Past due 1 – 30 days	1,120	-	No
Past due 31 – 60 days	641	-	No
Past due 61 – 90 days	647	-	No
More than 90 days due	1,021	(116)	Yes
	<u>3,700</u>	<u>(116)</u>	

The ageing of the other receivables of the REIT is not past due and credit impaired.

Notes to the Financial Statements

Year ended 31 December 2024

9. TRADE AND OTHER RECEIVABLES (CONT'D)

Movements in allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade and other receivables during the year is as follows:

	Group	
	Individually impaired	
	2024	2023
	S\$'000	S\$'000
At 1 January	116	147
Impairment loss/(impairment loss written back)	164	(31)
Translation difference	3	-
At 31 December	<u>283</u>	<u>116</u>

Impairment allowance is recognised for other receivables that are individually determined to be impaired at the reporting date due to debtors that are in significant financial difficulties.

The Group and the REIT's historical experience in the collection of trade and other receivables falls within the recorded allowances. The Manager believes that no additional credit risk beyond the amounts provided for collection losses is inherent in the Group and the REIT's trade and other receivables, based on historical payment behaviours and the security deposits held (if applicable).

10 CASH AND CASH EQUIVALENTS

	Group		REIT	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Cash at banks and in hand	29,042	42,898	5,011	3,601
Restricted cash	(5,701)	(4,959)	(4,166)	(3,435)
Cash and cash equivalents in statement of cash flows	<u>23,341</u>	<u>37,939</u>	<u>845</u>	<u>166</u>

Notes to the Financial Statements

Year ended 31 December 2024

11 LOANS AND BORROWINGS

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Unsecured loan	7,700	7,700	7,700	7,700
Secured loans	292,642	294,656	246,647	249,147
Less: Unamortised transaction costs	(609)	(3,041)	(587)	(2,906)
	<u>299,733</u>	<u>299,315</u>	<u>253,760</u>	<u>253,941</u>
Current	292,033	291,615	246,060	246,241
Non-current	7,700	7,700	7,700	7,700
	<u>299,733</u>	<u>299,315</u>	<u>253,760</u>	<u>253,941</u>

Terms and debt repayment schedule

Terms and conditions of the outstanding loans and borrowings at the reporting date are as follows:

	Nominal interest rate per annum %	Year of maturity	Face value S\$'000	Carrying amount S\$'000
2024				
Group				
SGD secured floating rate loan	6.03-6.11	2025	244,647	244,060
SGD secured floating rate loan	6.55-6.80	2025	2,000	2,000
SGD unsecured fixed rate loan	6.00	2026	7,700	7,700
RMB secured floating rate loan	4.45-4.55	2025	29,767	29,768
RMB secured floating rate loan	4.45-4.55	2025	16,228	16,205
			<u>300,342</u>	<u>299,733</u>
REIT				
SGD secured floating rate loan	6.03-6.11	2025	244,647	244,060
SGD secured floating rate loan	6.55-6.80	2025	2,000	2,000
SGD unsecured fixed rate loan	6.00	2026	7,700	7,700
			<u>254,347</u>	<u>253,760</u>

Notes to the Financial Statements

Year ended 31 December 2024

11 LOANS AND BORROWINGS (CONT'D)

Terms and debt repayment schedule (cont'd)

	Nominal interest rate per annum %	Year of maturity	Face value S\$'000	Carrying amount S\$'000
2023				
Group				
SGD secured floating rate loan	5.57-6.09	2025	247,147	244,241
SGD secured floating rate loan	6.68-6.93	2024	2,000	2,000
SGD unsecured fixed rate loan	6.00	2025	7,700	7,700
RMB secured floating rate loan	4.80-4.90	2025	31,013	31,013
RMB secured floating rate loan	4.80-4.90	2025	14,496	14,361
			302,356	299,315
REIT				
SGD secured floating rate loan	5.57-6.09	2025	247,147	244,241
SGD secured floating rate loan	6.68-6.93	2024	2,000	2,000
SGD unsecured fixed rate loan	6.00	2025	7,700	7,700
			256,847	253,941

Facilities and securities

The Group has put in place two onshore secured borrowing facilities of RMB 192.5 million and RMB 104.5 million respectively, and an offshore secured borrowing facility of S\$252.0 million. As at 31 December 2024, the S\$252.0 million offshore facility was fully drawn down, while RMB 178.5 million and RMB 99.1 million were drawn down from RMB 192.5 million and RMB 104.5 million onshore facilities respectively.

For the year ended 31 December 2024, the Group had repaid S\$2.5 million or RMB 13.4 million (2023: S\$2.4 million or RMB 12.5 million) of the onshore facilities, in accordance with the facility agreements. The Group and the REIT had repaid S\$4.5 million (2023: S\$4.5 million) offshore facilities during the year.

The onshore facilities are collectively secured by a legal mortgage over the Group's investment properties, and a pledge over the receivables of the six (2023: six) subsidiaries in China.

The offshore facility is secured by way of a charge on 100% REIT's shareholding in the Singapore holding companies, an equity pledge on Petra 1 (China) Mall Pte. Ltd.'s 60% equity interest in Beijing Hualian Wanmao Shopping Mall Management Co., Ltd., and equity pledges on the remaining five (2023: five) Singapore holding companies' 100% equity interest in the respective subsidiaries in China.

In addition to the above facilities, the REIT has obtained and drawn down from other secured bank facility an amount totalling S\$2.0 million (2023: S\$2.0 million) and from unsecured facilities an amount totalling Nil (2023: S\$7.7 million).

The Group and the REIT's secured loan is subjected to various covenants. The Group and the REIT has complied with the covenants as at year end.

Subsequently to the reporting date, the Group and the REIT have rolled over the offshore secured borrowing facilities of S\$252.0 million and continue to have in place the onshore secured borrowing facilities of RMB297.0 million. The facilities will mature in March 2028.

Notes to the Financial Statements

Year ended 31 December 2024

11. LOANS AND BORROWINGS (CONT'D)

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

	Liabilities			Derivatives (assets)/liabilities held to hedge long-term borrowings		Total S\$'000
	Loans and borrowings S\$'000	Interest payable (Note 12) S\$'000	Lease liability (Note 13) S\$'000	Interest rate swap used for hedging - assets S\$'000	Interest rate swap used for hedging - liabilities S\$'000	
Balance at 1 January 2024	299,315	5,930	-	(754)	277	304,768
Changes from financing cash flows						
Net settlement of derivative contracts	-	-	-	(869)	53	(816)
Proceeds from borrowings	4,681	-	-	-	-	4,681
Repayment of borrowings	(6,990)	-	-	-	-	(6,990)
Payment of transaction costs relating to loans and borrowings	(19)	-	-	-	-	(19)
Interest paid	-	(17,317)	-	-	-	(17,317)
Payment of lease liability	-	-	(92)	-	-	(92)
	(2,328)	(17,317)	(92)	(869)	53	(20,553)
Non-cash changes						
Effect of changes in foreign exchange rates	296	17	15	-	-	328
Recognition of lease liability (net)	-	-	700	-	-	700
Amortisation of borrowing costs	2,450	-	-	-	-	2,450
Interest expense	-	16,846	8	-	-	16,854
Changes in fair value	-	-	-	1,460	(232)	1,228
	2,746	16,863	723	1,460	(232)	21,560
Balance as at 31 December 2024	299,733	5,476	631	(163)	98	305,775

Notes to the Financial Statements

Year ended 31 December 2024

11. LOANS AND BORROWINGS (CONT'D)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

	Liabilities		Derivatives (assets)/liabilities held to hedge long-term borrowings		Total S\$'000
	Loans and borrowings S\$'000	Interest payable (Note 12) S\$'000	Interest rate swap used for hedging - assets S\$'000	Interest rate swap used for hedging - liabilities S\$'000	
Balance at 1 January 2023	291,739	5,502	(1,509)	135	295,867
Changes from financing cash flows					
Net settlement of derivative contracts	-	-	(679)	56	(623)
Proceeds from borrowings	13,905	-	-	-	13,905
Repayment of borrowings	(6,875)	-	-	-	(6,875)
Payment of transaction costs relating to loans and borrowings	(19)	-	-	-	(19)
Interest paid	-	(16,815)	-	-	(16,815)
	7,011	(16,815)	(679)	56	(10,427)
Non-cash changes					
Effect of changes in foreign exchange rates	(1,827)	(399)	-	-	(2,226)
Amortisation of borrowing costs	2,392	-	-	-	2,392
Interest expense	-	17,642	-	-	17,642
Changes in fair value	-	-	1,434	86	1,520
	565	17,243	1,434	86	19,328
Balance as at 31 December 2023	299,315	5,930	(754)	277	304,768

Notes to the Financial Statements

Year ended 31 December 2024

12. TRADE AND OTHER PAYABLES

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Trade payables	6,939	7,265	-	-
Interest payables	5,476	5,930	19,855	17,184
Other payables	9,773	6,202	184	36
Accrued operating expenses	2,786	3,061	428	445
Management fees payable to the Manager	414	63	414	63
Loan from subsidiaries	-	-	69,027	61,413
Amount owing to subsidiaries	-	-	9,626	2,114
Deposits and advances from tenants	5,230	5,001	-	-
	<u>30,618</u>	<u>27,522</u>	<u>99,534</u>	<u>81,255</u>
Current	28,940	25,855	58,477	47,787
Non-current	1,678	1,667	41,057	33,468
	<u>30,618</u>	<u>27,522</u>	<u>99,534</u>	<u>81,255</u>

The loan from subsidiaries are non-trade in nature, unsecured, interest-bearing at 4.75% (2023: 4.75%) per annum and repayable within 1 to 3 years (2023: 1 to 4 years).

13. LEASE LIABILITY

Leases as lessee

The Group lease a piece of vacant land for the mall asset enhancement use. The lease run for a period 15 years.

Information about lease for which the Group is a lessee is presented below.

	2024 S\$'000	2023 S\$'000
Current		
Lease liability	<u>67</u>	<u>-</u>
Non-current		
Lease liability	<u>564</u>	<u>-</u>
Total lease liability	<u>631</u>	<u>-</u>

Notes to the Financial Statements

Year ended 31 December 2024

13. LEASE LIABILITY(CONT'D)

Amount recognised in profit or loss

	2024 S\$'000	2023 S\$'000
Interest expense on lease liability	8	-

Amount recognised in statement of cash flow

	2024 S\$'000	2023 S\$'000
Total cash outflow for leases	92	-

14. UNITHOLDERS' FUNDS

	Note	Group		REIT	
		2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
At 1 January		376,198	411,087	253,146	264,322
Net liabilities resulting from operations		(1,339)	(2,585)	(12,568)	(7,336)
Statutory reserve	(a)	(944)	(1,207)	-	-
		373,915	407,295	240,578	256,986
Foreign currency translation reserve	(b)	2,239	(27,257)	-	-
Hedging reserve	(c)	(412)	(897)	(412)	(897)
Unitholders' distributions		(1,715)	(2,943)	(1,715)	(2,943)
At 31 December		374,027	376,198	238,451	253,146

(a) Statutory reserve

The subsidiaries incorporated in China are required to transfer 10% of their profits after taxation, as determined under the accounting principles and relevant financial regulations of China to the statutory reserve until the reserve balance reaches 50% of registered capital. The transfer to this reserve must be made before distribution of dividends to its shareholders.

Statutory reserve can be used to make good previous years' losses, if any, and may be converted to registered capital in proportion to the existing interests of the shareholders, provided that the balance after such conversion is not less than 25% of the registered capital.

Notes to the Financial Statements

Year ended 31 December 2024

14. UNITHOLDERS' FUNDS (CONT'D)

(b) The foreign currency translation reserve comprises:

- (i) foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the presentation currency of the REIT; and
- (ii) the foreign exchange differences on monetary items which form part of the Group's net investment in foreign operations, provided certain conditions are met.

(c) Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments relating to forecast hedged transactions.

15. NON-CONTROLLING INTERESTS

One of the subsidiaries of the REIT, Beijing Hualian Wanmao Shopping Mall Management Co., Ltd has 40% non-controlling interests ("NCI") that is material to the Group.

The following summarised financial information for the subsidiary are prepared in accordance with FRS, modified for fair value adjustments on acquisition and differences in the Group's accounting policies.

	2024 S\$'000	2023 S\$'000
Non-current assets	478,784	474,394
Current assets	15,624	27,530
Non-current liabilities	(31,793)	(61,519)
Current liabilities	(46,709)	(17,365)
Net assets	415,906	423,040
Net assets attributable to NCI	166,362	169,216
Revenue	36,625	35,970
Total return after taxation	18,155	19,067
Total return after taxation attributable to NCI	7,262	7,627
Cash flows from operating activities	38,180	21,418
Cash flows used in investing activities	(1,708)	(1,054)
Cash flows used in financing activities (dividends to NCI: S\$4,108,000, 2023: S\$4,096,000)	(50,399)	(13,203)
Net (decrease)/increase in cash and cash equivalents	(13,927)	7,161

Capital reduction

During the year, the subsidiary has undertaken capital reduction exercise and the surplus capital in excess of the subsidiary's needs amounting S\$7,105,000 was returned to the non-controlling shareholder on a pro-rata basis.

Notes to the Financial Statements

Year ended 31 December 2024

16. UNITS IN ISSUE

	2024 Number of Units '000	2023 Number of Units '000
Issue of new Units relating to:		
- as at beginning of the year	519,603	517,485
- units issued in respect of the distribution reinvestment plan	-	2,118
Total Units in issue at the end of year	519,603	519,603

Units issued during the year ended 31 December 2023 are as follows:

- (a) On 28 September 2023, the REIT issued 2,118,000 new Units at an issue price of S\$0.4677 per Unit as payment of distribution of S\$990,000 under the distribution reinvestment plan for the period from 1 January 2023 to 30 June 2023.

The issue prices were determined based on the volume weighted average traded price for all trades done on the SGX-ST in the ordinary course of trading for the last 10 business days of the relevant periods in which the management fees accrue.

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

- one vote per Unit;
- receive income and other distributions attributable to the Units held;
- participate in the termination of the REIT by receiving a share of all net cash proceeds derived from the realisation of the assets of the REIT less any liabilities, in accordance with their proportionate interests in the REIT. However, a Unitholder has no equitable or proprietary interest in the underlying assets of the REIT and is not entitled to the transfer of any assets (or part thereof) or any estate or interest in any asset (or part thereof) of the REIT; 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 Unitholders representing not less than 10.0% of the issued Units) at any time convene a meeting of Unitholders in accordance with the provisions of the Trust Deed.

The restrictions of a Unitholder include the following:

- a Unitholder's right is limited to the right to require due administration of the REIT in accordance with the provisions of the Trust Deed; and
- a Unitholder has no right to request the Manager to redeem his Units while the Units are listed on the SGX-ST.

A Unitholder's liability is limited to the amount paid or payable for any Unit in the REIT. 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 the liabilities of the REIT exceed its assets.

Notes to the Financial Statements

Year ended 31 December 2024

17. TOTAL UNITHOLDERS' DISTRIBUTION

Unitholders' distribution for the year is accounted for as distribution from Unitholders' contributions:

This refers to the amount of distribution made by the REIT for the financial year where the underlying cash is not, or may not be, received or receivable as income by the REIT during that year. Such distribution comprises mainly the following:

- profits from operations arising from the investment properties which are declared as dividend income after the financial year, as the case may be, and accordingly also received as dividends by the REIT after that year;
- adjustment for changes in fair value and the related deferred taxation of investment properties;
- adjustment for amortisation of debt establishment costs;
- adjustment for statutory reserve transferred from subsidiaries' profits; and
- adjustments for REIT expenses that are paid in Units and certain unrealised expenses.

Income available for distribution to Unitholders at end of the year

Distributions are made on a semi-annual basis, with the amount calculated as at 30 June and 31 December each period for the six-month period ending on each of the said dates. In accordance with the provisions of the Trust Deed, the Manager is required to pay distributions within 90 days from the end of each distribution period. Distributions, when paid, will be in Singapore Dollars.

Distributions for the period from 1 January 2024 to 30 June 2024 had been paid on 27 September 2024. Distributions for the period from 1 July 2024 to 31 December 2024 will be paid within 90 days from the end of the distribution period, in accordance with the provisions of the Trust Deed.

18. OTHER PROPERTY OPERATING EXPENSES

	Group	
	2024	2023
	S\$'000	S\$'000
Advertising and promotion	2,093	2,099
Loss on disposal of plant and equipment	35	44
Depreciation of plant and equipment	93	80
Impairment loss/(impairment loss written back) recognised on trade and other receivables	164	(31)
Repair and maintenance	4,374	4,701
Staff costs	3,784	3,152
Utilities	9,129	8,493
Others	68	341
	19,740	18,879

Included in staff costs is contribution to defined contribution plans of S\$112,000 (2023: S\$105,000).

Notes to the Financial Statements

Year ended 31 December 2024

19. OTHER OPERATING EXPENSES

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Audit fees paid to [@] :				
- auditors of the REIT and other firms affiliated with KPMG International Limited	380	390	158	158
Non-audit fees paid to [@] :				
- auditors of the REIT and other firms affiliated with KPMG International Limited	-	-	-	-
Professional fees	322	293	199	261
(Reversal of impairment loss)/ impairment loss recognised on costs of investment on subsidiary	-	-	(780)	780
Others	377	234	205	242
	<u>1,079</u>	<u>917</u>	<u>(218)</u>	<u>1,441</u>

[@] The comparative information for audit and non-audit fees has been re-presented to include fees paid to affiliated firms of KPMG International Limited under "auditors of the REIT and other firms affiliated with KPMG International Limited" instead of "other auditors" due to change in the requirements in ACRA code R410.31(a) and R410.31(b), effective for periods beginning on or after 15 December 2022.

20. FINANCE INCOME AND FINANCE COSTS

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Finance income:				
- financial institutions	91	122	-	-
Finance costs:				
- amortisation of borrowing costs	(2,450)	(2,392)	(2,319)	(2,261)
- interest expenses on loans and borrowings	(16,846)	(17,642)	(17,220)	(17,565)
- interest expenses on lease liability	(8)	-	-	-
	<u>(19,304)</u>	<u>(20,034)</u>	<u>(19,539)</u>	<u>(19,826)</u>
Net finance costs recognised in statement of total return	<u>(19,213)</u>	<u>(19,912)</u>	<u>(19,539)</u>	<u>(19,826)</u>

Notes to the Financial Statements

Year ended 31 December 2024

21. TAXATION

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Current taxation				
Current year	5,138	5,499	-	-
Withholding tax	457	542	-	-
	<u>5,595</u>	<u>6,041</u>	<u>-</u>	<u>-</u>
Deferred taxation				
Origination of temporary differences	(998)	(706)	-	-
Income tax expense	<u>4,597</u>	<u>5,335</u>	<u>-</u>	<u>-</u>

Reconciliation of effective tax rate

	Group		REIT	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Total return/(loss) for the year before taxation	<u>9,576</u>	<u>9,170</u>	<u>(12,568)</u>	<u>(7,336)</u>
Tax calculated using Singapore tax rate of 17% (2023: 17%)	1,628	1,559	(2,137)	(1,247)
Adjustments:				
Effect of different tax rates in foreign jurisdictions	1,006	1,370	-	-
Income not subject to tax	(3,717)	(2,800)	(1,332)	(1,986)
Expenses not deductible for tax purposes	530	448	-	-
Effect of taxable distributions from subsidiaries	7	24	-	-
Deferred tax not recognised during the year	783	546	-	-
Tax losses not allowed to be carried forward	3,903	3,646	3,469	3,233
Withholding tax	457	542	-	-
	<u>4,597</u>	<u>5,335</u>	<u>-</u>	<u>-</u>

Notes to the Financial Statements

Year ended 31 December 2024

22. EARNINGS PER UNIT

Basic earnings per Unit

The calculation of basic earnings per Unit is based on weighted average number of Units during the year and total return for the year after taxation and non-controlling interests.

	Group	
	2024	2023
	S\$'000	S\$'000
Total loss for the year after taxation and non-controlling interests	<u>(2,283)</u>	<u>(3,792)</u>
Issued Units		
At beginning of the year	519,603	517,485
- Distribution Reinvestment plan paid in Units	-	551
Weighted average number of issued and issuable Units at end of the year	<u>519,603</u>	<u>518,036</u>
Basic earnings per Unit (cents)	<u>(0.44)</u>	<u>(0.74)</u>

Diluted earnings per Unit

The calculation of diluted earnings per Unit is based on weighted average number of Units during the year and total return for the year after taxation and non-controlling interests.

	Group	
	2024	2023
	S\$'000	S\$'000
Total loss for the year after taxation and non-controlling interests	<u>(2,283)</u>	<u>(3,792)</u>
Issued Units		
At beginning of the year	519,603	517,485
- Effect of Distribution Reinvestment plan paid in Units	-	2,118
Weighted average number of issued and issuable Units at end of the year	<u>519,603</u>	<u>519,603</u>
Diluted earnings per Unit (cents)	<u>(0.44)</u>	<u>(0.73)</u>

Notes to the Financial Statements

Year ended 31 December 2024

23. RELATED PARTY TRANSACTIONS

The Manager, being BHG Retail Trust Management Pte. Ltd. is an indirect wholly-owned subsidiary of the Sponsor of the REIT. The Property Manager, being BHG Mall (Singapore) Property Management Pte Ltd is an indirect wholly-owned subsidiary of the Sponsor of the REIT.

In the normal course of the operations of the REIT, the Manager's management fees and the Trustee's fees have been paid or are payable to the Manager and Trustee respectively. The property management fees and reimbursables have been paid or are payable to the Property Manager.

During the financial year, other than those disclosed elsewhere in the financial statements, the following were significant related party transactions carried out in the normal course of business:

	Group	
	2024	2023
	S\$'000	S\$'000
Rental income received/receivable from related companies of the Manager	7,046	9,370
Other expenses paid/payable to related companies of the Manager	2,269	2,702

24. FINANCIAL RATIOS

	Group	
	2024	2023
Gearing Ratio (%) ⁽¹⁾	39.6	39.9
Interest Coverage Ratio (times) ⁽²⁾	1.7	1.8
Ratio of expenses to average net asset value (times) ⁽³⁾		
- excluding performance component of Manager's management fees (times)	0.4	0.4
- including performance component of Manager's management fees (times)	0.4	0.4
Ratio of expenses to net asset value (times) ⁽⁴⁾	5.5	5.2
Portfolio turnover rate (times) ⁽⁵⁾	-	-

Notes:

- ⁽¹⁾ The ratio is calculated based on the total loans and borrowings principal attributable to Unitholders divided by total assets attributable to Unitholders.
- ⁽²⁾ The ratio is calculated by dividing the trailing 12 months' earnings before interest, tax, depreciation and amortisation (excluding effects of any fair value changes of derivatives and investment properties, and foreign exchange translation), by the trailing 12 months' interest expense, borrowing-related fees and distributions on hybrid securities. The adjusted Interest Coverage Ratio is the same as Interest Coverage Ratio.
- ⁽³⁾ The ratio is computed in accordance with the guidelines of the Investment Management Association of Singapore. The expenses used in the computation relate to expenses at the Group level, excluding property related expenses and borrowing costs.
- ⁽⁴⁾ The ratio is computed based on total operating expenses, including all fees and charges paid to the Manager and related parties for the financial year (2024: S\$29,582,000 and 2023: S\$28,380,000) and as a percentage of net asset value as at the financial year end.
- ⁽⁵⁾ The ratio is computed based on the lesser of purchases or sales of underlying investment properties of the Group expressed as a percentage of weighted average net asset value. There was no purchase or sale of the investment properties in 2024 and 2023.

Notes to the Financial Statements

Year ended 31 December 2024

25. OPERATING SEGMENTS

The Group has 6 (2023: 6) reportable segments, as described below, which are the Group's investment properties. The investment properties are managed separately because they require different operating and marketing strategies. For each of the investment properties, the CODMs review internal management reports on a monthly basis.

All of the Group's reportable segments are investment properties located in China used primarily for retail purposes. The reporting segments are as follows:

- Beijing Hualian Wanmao Shopping Mall Management Co., Ltd. ("Beijing Wanliu")
- Chengdu Hairong Xingda Real Property Co., Ltd. ("Chengdu Konggang")
- Hefei Hualian Rui An Shopping Mall Commercial Operation Co., Ltd. ("Hefei Mengchenglu")
- Hefei Hualian Ruicheng Shopping Plaza Commercial Operation Ltd. ("Hefei Changjiangxilu")
- Qinghai Xinglian Real Property Co., Ltd. ("Xining Huayuan")
- Dalian Hualian Commercial Facilities Operation Co., Ltd. ("Dalian Jinsanjiao")

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 CODMs for the purpose of assessment of segment performance. In addition, the CODMs monitor the non-financial assets as well as financial assets attributable to each segment when assessing segment performance.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly the REIT's financial assets and liabilities and its expenses. Segment capital expenditure is the total cost incurred during the year to improve segment assets that are expected to be used for more than one year.

Information regarding the Group's reportable segments is presented in the tables in the following pages.

For the purpose of monitoring segment performance, the Group's CODMs monitor the non-financial assets as well as financial assets attributable to each segment.

Notes to the Financial Statements

Year ended 31 December 2024

25. OPERATING SEGMENTS (CONT'D)

Information about reportable segments

	Beijing Wanliu S\$'000	Chengdu Konggang S\$'000	Hefei Mengchenglu S\$'000	Hefei Changjiangxilu S\$'000	Xining Huayuan S\$'000	Dalian Jinsanjiao S\$'000	Total S\$'000
2024							
External revenues:							
- Gross rental income	33,644	10,339	2,860	4,579	2,412	1,502	55,336
- Others	2,981	1,534	583	523	-	-	5,621
Gross revenue	36,625	11,873	3,443	5,102	2,412	1,502	60,957
Segment net property income	22,924	4,984	90	1,371	2,165	1,309	32,843
Finance income	71	1,534	983	275	665	279	3,807
Finance costs	(1,424)	(859)	(723)	(358)	(287)	-	(3,651)
Reportable segment total return before taxation	22,396	3,830	1,866	64	1,426	997	30,579
Segment assets	516,800	179,600	155,281	123,578	76,492	41,225	1,092,976
Segment liabilities	(271,302)	(164,071)	(148,810)	(96,402)	(69,723)	(33,487)	(783,795)
Other segment items:							
Depreciation	(22)	(50)	(8)	(13)	-	-	(93)
Net change in fair value of investment properties	(63)	2,023	(1,246)	2,212	1,310	562	4,798
Capital expenditure	(1,812)	(2,012)	(249)	(782)	-	-	(4,855)

Notes to the Financial Statements

Year ended 31 December 2024

25. OPERATING SEGMENTS (CONT'D)

Information about reportable segments (cont'd)

	Beijing Wanliu S\$'000	Chengdu Konggang S\$'000	Hefei Mengchenglu S\$'000	Hefei Changjiangxilu S\$'000	Xining Huayuan S\$'000	Dalian Jinsanjiao S\$'000	Total S\$'000
2023							
External revenues:							
- Gross rental income	32,968	10,179	2,791	4,974	3,251	2,281	56,444
- Others	3,003	1,302	590	637	-	-	5,532
Gross revenue	35,971	11,481	3,381	5,611	3,251	2,281	61,976
Segment net property income	22,680	5,160	229	1,815	2,996	2,082	34,962
Finance income	81	1,016	1,000	528	652	217	3,494
Finance costs	(1,644)	(668)	(810)	(255)	(261)	-	(3,638)
Reportable segment total return before taxation	23,301	2,283	(797)	(519)	1,437	1,706	27,411
Segment assets	513,601	171,823	143,648	109,117	68,258	39,896	1,046,343
Segment liabilities	(271,678)	(159,167)	(139,330)	(82,316)	(62,950)	(32,349)	(747,790)
Other segment items:							
Depreciation	(23)	(21)	(12)	(24)	-	-	(80)
Net change in fair value of investment properties	(1,736)	2,151	406	2,636	1,487	558	5,502
Capital expenditure	(1,186)	(3,552)	(417)	(4,806)	-	-	(9,961)

Notes to the Financial Statements

Year ended 31 December 2024

25. OPERATING SEGMENTS (CONT'D)

Reconciliations of reportable segment revenue, total return, assets and liabilities and other material items

	2024 S\$'000	2023 S\$'000
Revenue		
Total revenue for reporting segments	60,957	61,976
Total return		
Total return for reportable segments before taxation	30,579	27,411
Unallocated amounts:		
- Other corporate expenses	(21,183)	(18,238)
Elimination of intercompany revenue	180	(3)
Total return before taxation	9,576	9,170
Assets		
Total assets for reportable segments	1,092,976	1,046,343
Other unallocated amounts	591,840	588,619
Elimination of intercompany balances	(758,183)	(708,079)
Consolidated assets	926,633	926,883
Liabilities		
Total liabilities for reportable segments	783,795	747,790
Other unallocated amounts	353,391	335,473
Elimination of intercompany balances	(750,942)	(701,794)
Consolidated liabilities	386,244	381,469

	Reportable segment total S\$'000	Other unallocated amounts S\$'000	Elimination of intercompany balances S\$'000	Consolidated total S\$'000
--	--	--	---	----------------------------------

Other material items 31 December 2024

Finance income	3,807	-	(3,716)	91
Finance costs	(3,651)	(19,538)	3,885	(19,304)

Other material items 31 December 2023

Finance income	3,494	-	(3,372)	122
Finance costs	(3,638)	(19,826)	3,430	(20,034)

Notes to the Financial Statements

Year ended 31 December 2024

25. OPERATING SEGMENTS (CONT'D)

Geographical segments

All of the Group's investment properties are used for retail purposes and are located in China.

Major tenant

Revenue from one tenant of the Group, which is a related party of the Sponsor, contributed approximately S\$5.0 million (2023: S\$7.4 million) of the Group's total revenue.

26. COMMITMENTS

The Group leases out its investment properties consisting of its owned commercial properties (see Note 4). All leases are classified as operating leases from a lessor perspective. The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date:

	Group	
	2024	2023
	S\$'000	S\$'000
Operating leases under FRS 116		
- within 1 year	31,096	49,468
- 1 to 2 years	11,700	18,043
- 2 to 3 years	7,640	11,451
- 3 to 4 years	8,916	10,028
- 4 to 5 years	8,692	9,056
- after 5 years	36,897	39,969
	104,941	138,015

27. CAPITAL AND FINANCIAL RISK MANAGEMENT

Capital management

The Group's objectives when managing capital are to optimise Unitholders' value through the combination of available capital sources which include debt and equity instruments whilst complying with statutory and constitutional capital and distribution requirements, maintaining aggregate leverage and interest service coverage ratio within approved limits. As a key part of the Group's overall strategy, the Board of the Manager reviews the Group's and the REIT's debt and capital management cum financing policy regularly so as to optimise the Group's and the REIT's funding structure. The Board also monitors the Group's and the REIT's exposure to various risk elements by closely adhering to clearly established management policies and procedures.

The Group is subject to the aggregate leverage limit as defined in Appendix 6 of the Code on Collective Investment Schemes ("Property Fund Appendix"). The Property Fund Appendix stipulates that the total borrowings and deferred payments (together, the "Aggregate Leverage") of a property fund should not exceed 50.0% (2023: 45.0%) of its Deposited Property. The Group's aggregate leverage limit did not exceed 50.0% (2023: 45.0%) during the year, and was 39.6% (2023: 39.9%) as at 31 December 2024. The interest coverage ratio is 1.7 times (2023: 1.8 times) at of 31 December 2024.

There were no changes in the Group's approach to capital management during the financial year.

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Financial risk management

Overview

The Group's returns are primarily from net operating income and capital appreciation of its assets. However, these returns are exposed to financial risks including credit, liquidity, interest rate and foreign currency risks.

Financial risk management is integral to the whole business of the Group. The Group adopts an integrated approach to manage the financial risks arising in the normal course of the Group's business. The Group has written risk management policies and guidelines, and established processes to monitor and manage significant exposures. Risk management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group adheres to standardised accounting and financial policies and exercises effective controls over the financial affairs of its subsidiaries. This is achieved by ensuring group-wide adherence to a comprehensive set of guidelines covering contracts, policies and procedures and other requirements. Adequate measures are in place to ensure that the reliability and integrity of financial information compiled from subsidiaries are kept intact.

Credit risk

While it is necessary to assume a certain level of tenant credit risks to remain competitive in China, the Group has established credit limits for tenants and monitors their balances on an ongoing basis. Risks associated with credit limits are reflected in the level of security deposits and bank guarantees placed as collateral in respect of the leases. Appropriate risk mitigating actions are in place to manage trade receivables.

In monitoring tenant credit risk, tenants are grouped according to their credit characteristics, including their geographical location, trade history with the Group, aging profile, maturity and existence of previous financial difficulties.

The allowance account in respect of trade and other receivables is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

The derivatives are entered into with bank and financial institution counterparties, which are rated from Baa2 to Aa1, based on Moody's ratings.

Cash and fixed deposits are placed with banks and financial institutions which are regulated. 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.

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Financial risk management (cont'd)

Credit risk (cont'd)

The Group and REIT use an approach that is based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to audited financial statements, management accounts and cash flow projection, if available, and applying experienced credit judgement)

Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. Typically, the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a reasonable period, including the servicing of financial obligations.

The following are the contractual maturities of financial instruments, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount S\$'000	Contractual cash flow S\$'000	Within 1 year S\$'000	After 1 year but within 5 years S\$'000	After 5 years S\$'000
31 December 2024					
Group					
Non-derivative financial liabilities					
Loans and borrowings	299,733	(301,773)	(293,727)	(8,046)	-
Trade and other payables	30,618	(30,618)	(28,940)	(1,678)	-
Lease liability	631	(631)	(67)	(349)	(215)
Security deposits	17,757	(17,757)	(12,475)	(4,824)	(458)
	<u>348,739</u>	<u>(350,779)</u>	<u>(335,209)</u>	<u>(14,897)</u>	<u>(673)</u>
Derivative financial instruments					
Interest rate swaps used for hedging (net-settled)	98	(159)	(159)	-	-
	<u>348,837</u>	<u>(350,938)</u>	<u>(335,368)</u>	<u>(14,897)</u>	<u>(673)</u>

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Liquidity risk (cont'd)

	Carrying amount S\$'000	Contractual cash flow S\$'000	Within 1 year S\$'000	After 1 year but within 5 years S\$'000	After 5 years S\$'000
REIT					
Non-derivative financial liabilities					
Loans and borrowings	253,760	(255,699)	(247,653)	(8,046)	-
Trade and other payables	99,534	(94,498)	(56,535)	(37,963)	-
	353,294	(350,197)	(304,188)	(46,009)	-
Derivative financial instruments					
Interest rate swaps used for hedging (net-settled)	98	(159)	(159)	-	-
	353,392	(350,356)	(304,347)	(46,009)	-
31 December 2023					
Group					
Non-derivative financial liabilities					
Loans and borrowings	299,315	(303,170)	(295,123)	(8,047)	-
Trade and other payables	27,522	(27,522)	(25,855)	(1,667)	-
Security deposits	16,791	(16,791)	(10,929)	(5,686)	(176)
	343,628	(347,483)	(331,907)	(15,400)	(176)
Derivative financial instruments					
Interest rate swaps used for hedging (net-settled)	277	(348)	(150)	(198)	-
	343,905	(347,831)	(332,057)	(15,598)	(176)

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Liquidity risk (cont'd)

	Carrying amount S\$'000	Contractual cash flow S\$'000	Within 1 year S\$'000	After 1 year but within 5 years S\$'000	After 5 years S\$'000
REIT					
Non-derivative financial liabilities					
Loans and borrowings	253,941	(257,661)	(249,614)	(8,047)	-
Trade and other payables	81,255	(74,834)	(45,368)	(29,466)	-
	335,196	(332,495)	(294,982)	(37,513)	-
Derivative financial instruments					
Interest rate swaps used for hedging (net-settled)	277	(348)	(150)	(198)	-
	335,473	(332,843)	(295,132)	(37,711)	-

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

The maturity analyses show the contractual undiscounted cash flows of the Group's and the REIT's financial liabilities on the basis of their earliest possible contractual maturity. The cash flows disclosed represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are usually not closed out prior to contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement e.g. forward exchange contracts. Net-settled derivative financial assets are included in the maturity analyses as they are held to hedge the cash flow variability of the Group and the REIT's floating rate loans.

In addition, the Group maintains the following debt facilities and programme as at 31 December 2024:

Chinese Renminbi ("RMB") denominated facility:

- RMB297.0 million three-year secured term loan facilities

S\$ denominated facilities:

- S\$252.0 million three-year secured term loan facilities
- S\$2.0 million credit facilities
- S\$7.7 million credit facilities

The Group also monitors and observes the Property Fund Appendix issued by the MAS concerning limits on total borrowings.

Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Group enters financial derivatives in order to manage market risks. Generally, the Group seeks to apply hedge accounting in order to manage volatility in profit or loss.

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Interest rate risk

The Manager adopts a proactive interest rate management policy to manage the risk associated with changes in interest rates on the Group's loan facilities while also seeking to ensure that the ongoing cost of debt remains competitive.

The Manager proactively seeks to minimise the level of interest rate risk by entering into fixed-rate instruments for a portion of the Group's borrowings. As at 31 December 2024, the Group has entered into interest rate swaps with a total notional amount of S\$123.0 million (2023: S\$124.0 million) whereby the Group has agreed with counterparties to exchange, at specified intervals, the difference between floating rate and fixed rate interest amounts calculated by reference to the agreed notional principal amounts of the secured term loans.

The Manager determines the existence of an economic relationship between the hedging instrument and hedged item based on the reference interest rates, tenors, repricing dates and maturities and the notional or par amounts. If a hedging relationship is directly affected by uncertainty arising from interest rate benchmark reform, then the Group assumes for this purpose that the benchmark interest rate is not altered as a result of interest rate benchmark reform.

Managing interest rate benchmark reform and associated risks

Derivatives

The Group holds interest rate swaps for risk management purposes that are designated in cash flow hedging relationships. The interest rate swaps have floating legs that are indexed to SORA. The Group's derivative instruments are governed by contracts based on the International Swaps and Derivatives Association (ISDA)'s master agreements.

Hedge accounting

As at 31 December 2024, the Group's hedged items and hedging instruments are indexed to SORA. These benchmark rates are quoted each day and the IBOR cash flows are exchanged with its counterparties as usual.

At the reporting date, the interest rate profile of the interest-bearing financial instruments was as follows:

	Group		REIT	
	Notional amount		Notional amount	
	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Variable rate instruments				
Interest rate swaps	123,000	124,000	123,000	124,000
Loans and borrowings	(300,342)	(302,356)	(254,347)	(256,847)
	<u>(177,342)</u>	<u>(178,356)</u>	<u>(131,347)</u>	<u>(132,847)</u>

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Managing interest rate benchmark reform and associated risks (cont'd)

Cash flow sensitivity analysis for variable rate instruments

Effects of a 100 basis point ("bp")* movement in interest rate at the reporting date would increase/ (decrease) statement of total return and Unitholders' funds by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

* 100 basis point is equivalent to 1 percentage point

	Statements of total return		Unitholders' funds	
	100 bp increase S\$'000	100 bp decrease S\$'000	100 bp increase S\$'000	100 bp decrease S\$'000
31 December 2024				
Group				
Variable rate instruments	(3,003)	3,003	-	-
Interest rate swaps	1,230	(1,230)	171	(309)
Cash flow sensitivity (net)	(1,773)	1,773	171	(309)
REIT				
Variable rate instruments	(2,543)	2,543	-	-
Interest rate swaps	1,230	(1,230)	171	(309)
Cash flow sensitivity (net)	(1,313)	1,313	171	(309)
31 December 2023				
Group				
Variable rate instruments	(3,024)	3,024	-	-
Interest rate swaps	1,240	(1,240)	1,118	(1,211)
Cash flow sensitivity (net)	(1,784)	1,784	1,118	(1,211)
REIT				
Variable rate instruments	(2,568)	2,568	-	-
Interest rate swaps	1,240	(1,240)	1,118	(1,211)
Cash flow sensitivity (net)	(1,328)	1,328	1,118	(1,211)

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Foreign currency risk

The Group is exposed to foreign currency risk on cash holdings and operating expenses that are denominated in a currency other than the respective functional currencies of the Group entities. The currencies giving rise to this risk are primarily RMB.

As the REIT intends to be a long-term investor in China, the Manager has taken a view not to hedge the RMB equity exposure arising from its investments in China unless certain risks are specifically identified. The Manager's strategy is to achieve a natural hedge through local RMB financing and any non-RMB denominated loan will be hedged into RMB where possible, to protect the going concern of the REIT in the event of large currency fluctuation. However, the Manager will hedge the RMB cash flow from operations if it is determined with certainty that they are to be remitted back to Singapore for distribution purposes.

The Group exposures to foreign currencies are as follows:

	RMB S\$'000
31 December 2024	
Group	
Cash and cash equivalents	-
REIT	
Trade and other payables	(69,027)
	<u>(69,027)</u>
31 December 2023	
Group	
Cash and cash equivalents	<u>-</u>
REIT	
Trade and other payables	(61,413)
	<u>(61,413)</u>

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Sensitivity analysis

A 10% strengthening of Singapore Dollars against the following currencies at the reporting date would increase/(decrease) total return after tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Statements of total return	
	Group S\$'000	REIT S\$'000
31 December 2024		
RMB	-	6,903
31 December 2023		
RMB	-	6,141

A 10% weakening of Singapore Dollars against the above currencies would have had equal but opposite effect on RMB to the amounts shown above, on the basis that all other variables remain constant.

Hedge accounting

Cash flow hedges

At 31 December 2024, the Group and REIT held the following instruments to hedge exposures to changes in interest rates.

Group and REIT	Maturity		
	1-6 months	6-12 months	More than one year
2024			
Interest rate risk			
Interest rate swaps			
Net exposure (in thousands of SGD)	123,000	-	-
Average fixed interest rate	3.01%	-	-
2023			
Interest rate risk			
Interest rate swaps			
Net exposure (in thousands of SGD)	-	-	124,000
Average fixed interest rate	-	-	3.00%

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Sensitivity analysis

The amounts at the reporting date relating to items designated as hedged items were as follows:

Group and REIT	Change in value used for calculating hedge ineffective hedge ineffectiveness S\$'000	Cash flow hedge reserve S\$'000	Costs of hedging reserve S\$'000	Balances remaining in the cash flow hedge reserve from hedging relationships for which hedge accounting is no longer applied S\$'000
2024				
Interest rate risk				
Variable-rate instruments	-	(65)	-	-
2023				
Interest rate risk				
Variable-rate instruments	-	(477)	-	-

The amounts relating to items designated as hedging instruments and hedge ineffectiveness were as follows:

	2024			Line item in the statement of financial position where the hedging instrument is included	2023			Line item in the statement of financial position where the hedging instrument is included
	Nominal amount S\$'000	Carrying amount - assets S\$'000	Carrying amount - liabilities S\$'000		Nominal amount S\$'000	Carrying amount - assets S\$'000	Carrying amount - liabilities S\$'000	
Interest rate risk								
Interest rate swaps								
Interest rate swaps	41,000	-	98	Derivative liabilities	41,000	-	277	Derivative liabilities
Interest rate swaps	82,000	(163)	-	Derivative assets	83,000	(754)	-	Derivative assets

The following table provides a reconciliation by risk category of components of Unitholders' Funds, net of tax, resulting from cash flow hedge accounting.

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Sensitivity analysis (cont'd)

	Group and REIT Hedging reserve S\$'000	Cost of hedging reserve S\$'000
Balance at 1 January 2024	(477)	-
Cash flow hedges		
Change in fair value:		
Interest rate risk	412	-
Balance at 31 December 2024	<u>(65)</u>	<u>-</u>
Balance at 1 January 2023	(1,374)	-
Cash flow hedges		
Change in fair value:		
Interest rate risk	897	-
Balance at 31 December 2023	<u>(477)</u>	<u>-</u>

Offsetting financial assets and financial liabilities

Financial instruments such as loans and receivables and financial liabilities are not disclosed in the tables below unless they are offset in the statement of financial position.

The Group and the REIT entered into transactions under ISDA master netting agreements. In general, under such agreements the amount owed by each counterparty that are due on a single day in respect of all transactions outstanding in the same currency under the agreement are aggregated into a single net amount being 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 to realise the assets and settle the liabilities simultaneously.

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Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Offsetting financial assets and financial liabilities (cont'd)

The following table sets out the carrying amounts of recognised financial instruments that are subject to the above agreements.

	Gross amount of recognised financial instruments S\$'000	Gross amount of recognised financial instruments offset in the statement of financial position S\$'000	Net amount of financial instruments presented in the statement of financial position S\$'000	Related amount not offset in the statement of financial position S\$'000	Net amount S\$'000
Group and REIT					
2024					
Derivative assets					
Interest rate swaps	163	-	163	-	163
Derivative liabilities					
Interest rate swaps	(98)	-	(98)	-	(98)
2023					
Derivative assets					
Interest rate swaps	754	-	754	-	754
Derivative liabilities					
Interest rate swaps	(277)	-	(277)	-	(277)

Accounting classifications and fair values

The carrying amounts and fair values of financial assets and liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

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Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Accounting classifications and fair values (cont'd)

Group	Carrying amount				Fair value			
	Fair value hedging instruments S\$'000	Financial assets at amortised cost S\$'000	Other financial liabilities S\$'000	Total carrying amount S\$'000	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
31 December 2024								
Financial assets measured at fair value								
Interest rate swaps used for hedging	163	-	-	163	-	163	-	163
Financial assets not measured at fair value								
Trade and other receivables ⁽¹⁾	-	9,897	-	9,897				
Cash and cash equivalents	-	29,042	-	29,042				
	-	38,939	-	38,939				
Financial liabilities measured at fair value								
Interest rate swaps used for hedging	98	-	-	98	-	98	-	98
Financial liabilities not measured at fair value								
Trade and other payables	-	-	30,618	30,618	-	30,516	-	30,516
Security deposits	-	-	17,757	17,757	-	16,924	-	16,924
Loans and borrowings	-	-	299,733	299,733	-	292,843	-	292,843
	-	-	348,108	348,108				

⁽¹⁾ Excluding prepayments

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Accounting classifications and fair values (cont'd)

REIT	Carrying amount				Fair value			
	Fair value hedging instruments	Financial assets at amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
31 December 2024								
Financial assets measured at fair value								
Interest rate swaps used for hedging	163	-	-	163	-	163	-	163
Financial assets not measured at fair value								
Trade and other receivables ⁽¹⁾	-	1,983	-	1,983				
Cash and cash equivalents	-	5,011	-	5,011				
	-	6,994	-	6,994				
Financial liabilities measured at fair value								
Interest rate swaps used for hedging	98	-	-	98	-	98	-	98
Financial liabilities not measured at fair value								
Trade and other payables	-	-	99,534	99,534	-	98,213	-	98,213
Loans and borrowings	-	-	253,760	253,760	-	247,039	-	247,039
	-	-	353,294	353,294				

⁽¹⁾ Excluding prepayments

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Accounting classifications and fair values (cont'd)

Group	Carrying amount				Fair value			
	Fair value hedging instruments S\$'000	Financial assets at amortised cost S\$'000	Other financial liabilities S\$'000	Total carrying amount S\$'000	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
31 December 2023								
Financial assets measured at fair value								
Interest rate swaps used for hedging	754	-	-	754	-	754	-	754
Financial assets not measured at fair value								
Trade and other receivables ⁽¹⁾	-	3,584	-	3,584				
Cash and cash equivalents	-	42,898	-	42,898				
	-	46,482	-	46,482				
Financial liabilities measured at fair value								
Interest rate swaps used for hedging	277	-	-	277	-	277	-	277
Financial liabilities not measured at fair value								
Trade and other payables	-	-	27,522	27,522	-	27,420	-	27,420
Security deposits	-	-	16,791	16,791	-	15,892	-	15,892
Loans and borrowings	-	-	299,315	299,315	-	299,262	-	299,262
	-	-	343,628	343,628				

⁽¹⁾ Excluding prepayments

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Accounting classifications and fair values (cont'd)

REIT	Carrying amount				Fair value			
	Fair value hedging instruments	Financial assets at amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
31 December 2023								
Financial assets measured at fair value								
Interest rate swaps used for hedging	754	-	-	754	-	754	-	754
Financial assets not measured at fair value								
Trade and other receivables ⁽¹⁾	-	344	-	344				
Cash and cash equivalents	-	3,601	-	3,601				
	-	3,945	-	3,945				
Financial liabilities measured at fair value								
Interest rate swaps used for hedging	277	-	-	277	-	277	-	277
Financial liabilities not measured at fair value								
Trade and other payables	-	-	81,255	81,255	-	79,265	-	79,265
Loans and borrowings	-	-	253,941	253,941	-	253,753	-	253,753
	-	-	335,196	335,196				

⁽¹⁾ Excluding prepayments

Notes to the Financial Statements

Year ended 31 December 2024

27. CAPITAL AND FINANCIAL RISK MANAGEMENT (CONT'D)

Estimation of fair value

The following summarises the significant methods and assumptions used in estimating the fair values of financial instruments of the Group and REIT.

Interest-bearing borrowings

The carrying amounts of the floating rate loans approximates its fair value as these amounts are interest-bearing of market interest rates that reprice every half year.

Interest rate swaps

Market comparison technique: The fair values are based on valuations provided by the financial institutions that are the counterparties to the transactions. These quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the reporting date.

Other financial assets and liabilities

The carrying amounts of financial assets and liabilities (including non-trade amounts due from subsidiaries, trade and other receivables, cash and cash equivalents, trade and other payables and current security deposits) are assumed to approximate their fair values because they are either short term in nature, or effect of discounting is immaterial. All other financial assets and liabilities (non-current security deposits) are discounted to determine their fair values.

Interest rates used in determining fair values

The interest rates used to discount estimated cash flows, where applicable, are based on the forward yield curve as at 31 December 2024 plus an adequate constant credit spread, and are as follows:

	Group		REIT	
	2024 % p.a.	2023 % p.a.	2024 % p.a.	2023 % p.a.
Security deposits	6.33	6.43	-	-
Trade and other payables	-	-	6.33	6.43

Transfer between Level 1 and 2

During the financial year ended 31 December 2024, there were no transfers between Level 1 and Level 2.

28. SUBSEQUENT EVENTS

On 26 February 2025, the Manager declared a distribution of 0.25 cents per Unit to Unitholders in respect of the period from 1 July 2024 to 31 December 2024.

Interested Person Transactions

INTERESTED PERSON TRANSACTIONS

The transactions entered into with interested persons for the financial year ended 31 December 2024, which fall under the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST") and Appendix 6 of the Code on Collective Investment Schemes (excluding transactions of less than S\$100,000 each) are as follows:

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial period under review (excluding transactions of less than S\$100,000 and transactions conducted under unitholders' mandate pursuant to Rule 920) S\$'000	Aggregate value of all interested person transactions during the financial period under review under unitholders mandate pursuant to Rule 920 (excluding transactions of less than S\$100,000) S\$'000
Beijing Hualian Group Investment Holding Co., Ltd. and its subsidiaries or associates	Controlling shareholder of the Manager and Controlling Unitholder, and its subsidiaries and associates		
<ul style="list-style-type: none"> ▪ Management fees <ul style="list-style-type: none"> - base component - performance component - reimbursables ▪ Property management fees and reimbursables ▪ Rental and service income 		242 135 1,099 8,570 4,343	- - - - -
DBS Trustee Limited	Trustee		
<ul style="list-style-type: none"> ▪ Trustee's fees 		145	-

Save as disclosed above, there were no additional interested person transactions (excluding transactions less than S\$100,000 each) entered into during the financial year under review nor any material contracts entered into by BHG Retail REIT and its subsidiaries involving the interests of the Chief Executive Officer or each Director or the controlling Unitholder of BHG Retail REIT, either still subsisting at the end of FY 2024 or if not then subsisting, entered into since the end of FY 2024.

The fees and charges payable by BHG Retail REIT to the Manager under the Trust Deed, and to the Property Manager under the Master Property Management Agreement and the Individual Property Management Agreements, each of which constitutes an interested person transaction, are deemed to have been specifically approved by the Unitholder upon purchase of the Units and are therefore not subject to Rules 905 and 906 of the Listing Manual of the SGX-ST to the extent that there is no subsequent change to the rates and/or bases of the fees charged thereunder which will affect BHG Retail REIT. However, any renewal of the agreements will be subject to Rules 905 and 906 of the Listing Manual of the SGX-ST.

Statistics Of Unitholdings

As at 7 March 2025

ISSUED AND FULLY PAID UNITS

517,484,953 (Voting rights: one vote per Unit)

There is only one class of Units.

There are no treasury Units in BHG Retail REIT.

DISTRIBUTION OF UNITHOLDINGS

Size of Unitholdings	Number of Unitholders	%	Number of Units	%
1 - 99	2	0.28	72	0.00
100 - 1,000	99	13.67	62,839	0.01
1,001 - 10,000	403	55.66	2,131,291	0.41
10,001 - 1,000,000	210	29.01	8,859,744	1.71
1,000,001 and above	10	1.38	508,548,655	97.87
	724	100.00	519,602,601	100.00

TWENTY LARGEST UNITHOLDERS

No.	Name of Unitholders	Number of Units	%
1	BEIJING HUA LIAN GRP (S'PORE) INTERNATIONAL TRADING PTE LTD	151,659,997	29.19
2	DBS NOMINEES (PRIVATE) LIMITED	90,314,019	17.38
3	ABN AMRO CLEARING BANK N.V.	67,673,900	13.02
4	DBSN SERVICES PTE. LTD.	67,062,900	12.91
5	CITIBANK NOMINEES SINGAPORE PTE LTD	57,484,020	11.06
6	KGI SECURITIES (SINGAPORE) PTE. LTD	28,526,481	5.49
7	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	23,383,400	4.50
8	BEIJING HUALIAN HYPERMARKET (SINGAPORE) PURCHASING PTE LTD	8,308,508	1.60
9	BHG MALL (SINGAPORE) PROPERTY MANAGEMENT PTE LTD	7,606,652	1.46
10	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	6,528,778	1.26
11	BEIJING HUALIAN MALL (S) COMMERCIAL MANAGEMENT PTE LTD	864,594	0.17
12	LIM CHIN GUAN	394,500	0.08
13	RAFFLES NOMINEES (PTE.) LIMITED	388,500	0.07
14	LAU TECK SIEN LIU DEXIAN	375,000	0.07
15	BAN HONG KEE HOLDINGS PTE LTD	341,900	0.07
16	HUANG SHU HUA	285,100	0.05
17	IFAST FINANCIAL PTE. LTD.	218,598	0.04
18	XU ZHE	187,600	0.04
19	PHILLIP SECURITIES PTE LTD	153,849	0.03
20	MORGAN STANLEY ASIA (S) SEC PTE LTD	138,400	0.03
	Total	511,896,696	98.52

Statistics Of Unitholdings

As at 7 March 2025

SUBSTANTIAL UNITHOLDERS' INTEREST

(As recorded in the Register of Substantial Unitholders)

Name	Direct Interest	%	Deemed Interest	%	Total	%
Beijing Hua Lian Group (Singapore) International Trading Pte Ltd	151,659,997	29.19	-	-	151,659,997	29.19
Beijing Hualian Group Investment Holding Co. Ltd. ⁽¹⁾	-	-	196,952,232	37.90	196,952,232	37.90
Beijing Hualian Department Store Co., Ltd. ⁽²⁾	-	-	36,983,728	7.12	36,983,728	7.12
Beijing Hualian Mall (Singapore) Commercial Management Pte. Ltd. ⁽²⁾	20,850,594	4.01	16,133,133	3.11	36,983,727	7.12
Hainan Hong Ju Industrial Co. Ltd. ⁽³⁾	-	-	196,952,232	37.90	196,952,232	37.90
Hainan Hong Ju Culture Media Group Limited ⁽⁴⁾	-	-	196,952,232	37.90	196,952,232	37.90
Qianhai International Holdings Co., Limited ⁽⁵⁾	67,623,500	13.01	-	-	67,623,500	13.01
Chanchai Ruayrungruang ⁽⁶⁾	-	-	67,062,900	12.91	67,062,900	12.91
Zhang Chongyu ⁽⁷⁾	62,238,440	11.98	-	-	62,238,440	11.98

Notes:

⁽¹⁾ Beijing Hualian Group Investment Holding Co., Ltd. ("**Beijing Hualian Group**") wholly owns Beijing Hua Lian Group (Singapore) International Trading Pte. Ltd. ("**BHG SIT**") and is deemed interested in the 151,659,997 Units held by BHG SIT.

Beijing Hualian Group holds more than 20% of the total issued equity interest of Beijing Hualian Life Supermarket Co., Ltd. ("**BHL**") which in turn wholly owns Beijing Hualian Hypermarket (Singapore) Purchasing Pte. Ltd. ("**BHH SPP**") and is deemed interested in the 8,308,508 Units held by BHH SPP.

Beijing Hualian Group more than 20% of the total issued equity interest of Beijing Hualian Department Store Co., Ltd. ("**BHDS**"), which in turn wholly owns Beijing Hualian Mall (Singapore) Commercial Management Pte. Ltd. ("**BHM SCM**"). Accordingly, Beijing Hualian Group is deemed interested in the 36,983,728 Units deemed interested by BHDS.

Accordingly, Beijing Hualian Group is deemed interested in an aggregate of 196,952,232 Units.

⁽²⁾ Beijing Hualian Department Store Co., Ltd. ("**BHDS**") wholly owns Beijing Hualian Mall (Singapore) Commercial Management Pte. Ltd. ("**BHM SCM**") and is deemed interested in the 20,850,594 Units owned by BHM SCM.

BHM SCM in turn wholly-owned BHG Mall (Singapore) Property Management Pte Ltd ("**PM**") and BHG Retail Trust Management Pte Ltd ("**RM**"). Accordingly, BHDS is deemed interested in the 7,606,652 Units owned by the PM and the 8,526,481 Units owned by the RM.

⁽³⁾ Hainan Hong Ju Industrial Co., Ltd. holds 30% of the total issued equity interest of Beijing Hualian Group and is deemed interested in the Units that Beijing Hualian Group is deemed interested in.

⁽⁴⁾ Hainan Hong Ju Culture Media Group Limited holds 51.0% of the total issued equity interest of Hainan Hong Ju Industrial Co., Ltd. and is deemed to be interested in the Units that Hainan Hong Ju Industrial Co., Ltd. is deemed interested in.

⁽⁵⁾ Qianhai International Holdings Co., Limited is deemed to have an interest in the 67,623,500 Units held through its nominee.

⁽⁶⁾ Dr Chanchai Ruayrungruang is deemed to have an interest in the 67,062,900 Units held through his nominee.

⁽⁷⁾ Mr Zhang Chongyu has a direct interest in the 62,238,440 Units held through his nominee.

THE MANAGER'S DIRECTORS' UNITHOLDINGS AS AT 7 MARCH 2025

Name	Direct Interest	Deemed Interest
Gan Chee Yen	-	-
George Quek Meng Tong	-	-
Ong Tze Guan	-	-
Xiong Zhen	125,000	-
Peng Ge	125,000	-
	250,000	-

PERCENTAGE OF UNITHOLDINGS IN PUBLIC'S HANDS

Based on the information made available to the Manager as at 7 March 2025, approximately 24.12% of the issued Units in BHG Retail REIT are held in the hands of public. Accordingly, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.

Notice of Annual General Meeting

BHG RETAIL REIT

(A real estate investment trust constituted on 18 November 2015 in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the holders of units of BHG Retail REIT (the "**Unitholders**") will be held at Raffles City Convention Centre, Level 4, Minto Room, 80 Bras Basah Rd, Singapore 189560, on **Monday, 28 April 2025 at 10.30 a.m.**, to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of BHG Retail REIT (the "**Trustee**"), the Statement by BHG Retail Trust Management Pte. Ltd., as manager of BHG Retail REIT (the "**Manager**"), and the Audited Financial Statements of BHG Retail REIT for the financial year ended 31 December 2024 and the Auditors' Report thereon.
(Ordinary Resolution 1)
2. To re-appoint KPMG LLP as the Auditors of BHG Retail REIT to hold office until the conclusion of the next annual general meeting of BHG Retail REIT, and to authorise the Manager to fix their remuneration.
(Ordinary Resolution 2)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:

3. GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES

That authority be and is hereby given to the Manager, to:

- (a) (i) issue units in BHG Retail REIT ("**Units**") whether by way of rights, bonus or otherwise; and/or
(ii) make or grant offers, agreements or options that might or would require Units to be issued, (collectively, "**Instruments**") including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units, at any time and upon such terms and conditions and for such purposes and to such persons as the Manager, may in its absolute discretion deem fit; and
- (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

Notice of Annual General Meeting

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent (20%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units shall be based on the total number of issued Units at the time this Resolution is passed, after adjusting for:
 - any new Units arising from the conversion or exercise of the Instruments or any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed dated 18 November 2015 constituting BHG Retail REIT (as amended) (the "**Trust Deed**") for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) unless revoked or varied by the Unitholders in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next annual general meeting of BHG Retail REIT; or (ii) the date by which the next annual general meeting of BHG Retail REIT is required by applicable laws and regulations (including the Listing Manual of the SGX-ST) or the Trust Deed to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Manager, any director of the Manager ("**Director**") and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interest of BHG Retail REIT to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note)

(Ordinary Resolution 3)

Notice of Annual General Meeting

BY ORDER OF THE BOARD

BHG Retail Trust Management Pte. Ltd.
(company Registration No. 201504222D)
as Manager of BHG Retail REIT

Cho Form Po

Company Secretary

Singapore
4 April 2025

EXPLANATORY NOTE:

Ordinary Resolution 3 above if passed, will empower the Manager from the date of the AGM until (i) conclusion of the next annual general meeting of BHG Retail REIT; or (ii) the date by which the next annual general meeting of BHG Retail REIT is required by the applicable laws and regulations (including the Listing Manual of the SGX-ST) or the Trust Deed to be held, whichever is earlier, unless such authority is earlier revoked or varied by the Unitholders in a general meeting, to issue Units, to make or grant instruments (such as securities, warrants or debentures) convertible into Units, and to issue Units in pursuance of such instruments, up to a number not exceeding fifty percent (50%) of the total number of issued Units with a sub-limit of twenty per cent (20%) for issues other than on pro rata basis to Unitholders.

For the purpose of determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units at the time Ordinary Resolution 3 above is passed, after adjusting for (i) new Units arising from the conversion or exercise of the Instruments or any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time Ordinary Resolution 3 above is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.

NOTES:

1. The AGM is being convened, and will be held, in a wholly physical format at Raffles City Convention Centre, Level 4, Minto Room, 80 Bras Basah Rd, Singapore 189560. Printed copies of this notice of AGM dated 4 April 2025 (the "**Notice of AGM**"), the accompanying proxy form (the "Proxy Form") and the accompanying notification and request form (the "**Notification and Request Form**") will be sent to Unitholders by post. Unitholders who wish to receive a printed copy of the Annual Report will have to submit the Notification and Request Form which can also be downloaded from the BHG REIT's website at the URL <https://bhgreit.listedcompany.com/newsroom.html> or from the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>. The Notice of AGM will also be available on BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Arrangements relating to the conduct of the AGM, including,
 - (a) attending the AGM by Unitholders, including CPF and SRS investors, or, where applicable duly appointed proxies;
 - (b) submitting questions related to the resolutions to be tabled for approval at the AGM, to the Chairman of the AGM, in advance of the AGM or at the AGM itself, and addressing of substantial and relevant questions in advance of the AGM or at the AGM itself; and/or
 - (c) voting at the AGM by Unitholders, including CPF and SRS investors, (a) in person or (b) where applicable, by their duly appointed proxy(ies),

are set out in this Notice of AGM. Any reference to a time of the day in this Notice of AGM is made by reference to Singapore Time.

Notice of Annual General Meeting

3. Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) will be able to attend the AGM in person.

They will first need to register in person at the registration counter(s) outside the AGM venue on the day of the event, and Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) who will be attending the AGM in person should bring along their NRIC/Passport so as to enable the verification of their identity on the day of the AGM for entry to, and (where applicable) be provided with a handheld device for electronic voting at the AGM.

Registration will commence at 9.30 a.m. on Monday, 28 April 2025 outside the AGM venue. Unitholders are advised not to attend the AGM if they are feeling unwell.

4. Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) will be able to ask questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, at the AGM itself. Such persons must be registered and authenticated to ask questions at the AGM.

Unitholders may also submit questions in advance of the AGM. In order to do so, their questions must be submitted in the following manner by **10.30 a.m. on Saturday, 12 April 2025**.

- (a) if submitted electronically, be submitted via email to BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamE@boardroomlimited.com.
- (b) if submitted by post, be deposited at the office of BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Unitholders who submit questions via email or by post to BHG Retail REIT's Unit Registrar must provide the following information:

- (1) the Unitholder's full name;
- (2) the Unitholder's address; and
- (3) the manner in which the Unitholder holds Units in BHG Retail REIT (e.g., via CDP, scrip, CPF or SRS).

The Manager's Chairman, Mr Gan Chee Yen, and Chief Executive Officer, Ms Chan Iz-Lynn, will conduct the proceedings of the AGM. The Manager will endeavour to address all substantial and relevant questions submitted by the Saturday, 12 April 2025 submission deadline, prior to the AGM. The Manager will publish the responses to those questions on BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> and on SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> prior to the AGM, latest by 6 p.m. on Monday, 21 April 2025. Where substantially similar questions are received, the Manager will consolidate such questions and consequently not all questions may be individually addressed.

Any substantial and relevant questions received after the Saturday, 12 April 2025 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM itself, will be addressed during the AGM.

The Manager will publish the minutes of the AGM on BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> and on SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>, and the minutes will include the responses to the substantial and relevant questions which were addressed during the AGM.

5. A Unitholder who wishes to exercise his/her/its voting rights at the AGM may:
- (a) (where the Unitholder is an individual) vote in person at the AGM themselves; or (whether the Unitholder is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote on his/her/its behalf at the AGM; or
 - (b) (where the Unitholder is a corporate) appoint corporate representative(s) to vote on its behalf at the AGM; or
 - (c) (where the Unitholder is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.
6. Upon registration at the AGM venue, Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies), will be provided with a handheld device for electronic voting at the AGM.
7. A Unitholder who wishes to appoint a proxy(ies) must complete and sign the Proxy Form, before submitting it in the manner set out below. A proxy need not be a Unitholder. The Proxy Form is available on BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Proxy Form will be sent to Unitholders.

Notice of Annual General Meeting

8. The Proxy Form must be submitted to BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by **10.30 a.m. on Saturday, 26 April 2025** being forty-eight (48) hours before the time fixed for the AGM in the following manner:
 - (a) if submitted by post, be lodged at the office of BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.proxy@boardroomlimited.com.
9. A Unitholder, who is not a Relevant Intermediary (as defined below) entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote at the AGM in the Unitholder's stead. Where a Unitholder appoints more than one (1) proxy, the appointment shall be invalid unless the Unitholder specifies the proportion of the unitholding (expressed as a percentage of the whole) to be represented by each proxy.
10. A Unitholder, who is a Relevant Intermediary (as defined below) entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than one (1) proxy, the appointment shall be invalid unless the Unitholder specifies in the Proxy Form the number of Units in relation to which each proxy has been appointed.
11. Unitholders who hold Units through Relevant Intermediaries (as defined below), other than CPF and SRS investors, who wish to participate in the AGM by (a) attending the AGM in person; (b) submitting questions to the Chairman of the AGM in advance of or at the AGM; and/or (c) voting at the AGM (i) in person or (ii) where applicable, by appointing the Chairman of the AGM as proxy to vote on their behalf, should contact the Relevant Intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

"**Relevant Intermediary**" means:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (ii) a person holding a capital market services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds Units in that capacity; or
 - (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under the Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
12. CPF and SRS investors may attend, speak and vote at the AGM if they are appointed as proxy(ies) by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators as soon as practicable if they have any queries regarding their appointment as proxy(ies).

CPF and SRS investors may also appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Thursday, 17 April 2025, being seven working days before the date of the AGM. For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote live at the AGM on their behalf.
 13. Where a Unitholder appoints the Chairman of the AGM as proxy, a Unitholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy. In the absence of specific directions in respect of a resolution, the Chairman of the AGM as proxy will vote or abstain from voting at his/her discretion.
 14. The Annual Report 2024 may be accessed at BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Annual Report 2024 will not be sent to Unitholders. Unitholders who wish to receive a printed copy of the Annual Report should complete and return the Notification and Request Form to the BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by post at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 or electronically by email to srs.requestform@boardroomlimited.com, no later than **5:30pm on Tuesday, 15 April 2025**.
 15. The Manager may be required to change the arrangement for the AGM at short notice. Unitholders should check BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> for the latest updates on the status of the AGM.

Notice of Annual General Meeting

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of BHG Retail REIT and/or adjournment thereof (b) registering for the AGM in accordance with this Notice of AGM, and/or (c) submitting any question to the Chairman of the AGM in advance of the AGM in accordance with this Notice of AGM, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the AGM of BHG Retail REIT (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of BHG Retail REIT (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

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BHG RETAIL REIT

(A real estate investment trust constituted in the Republic of Singapore pursuant to a Trust Deed dated 18 November 2015 (as "amended"))

PROXY FORM

ANNUAL GENERAL MEETING

IMPORTANT:

- The Proxy Form is not valid for use by persons who hold Units through relevant intermediaries (as defined in the notice of annual general meeting ("AGM") dated 4 April 2025 (the "Notice of AGM")) (including CPF and SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. Persons who hold Units through relevant intermediaries, other than CPF and SRS investors, who wish to vote should instead approach his/her relevant intermediary through which they hold such Units as soon as possible to specify voting instructions.
- The AGM will be held in a wholly physical format. There is no option to participate virtually.
- The Proxy Form is available on BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy

By submitting an instrument appointing proxy or proxies and/or representative(s), a Unitholder of BHG Retail REIT accepts and agrees to the personal data privacy terms set out in the Notice of AGM.

*I/We _____ (Name) _____ (NRIC/Passport/Company Registration Number)

of _____ (address)

being a *Unitholder/Unitholders of BHG Retail REIT, hereby appoint:

Name	NRIC/Passport No.	Proportion of Unitholdings	
		No. of Units	%
Address			

*and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Unitholdings	
		No. of Units	%
Address			

or failing *him/her/them, the Chairman of the AGM as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the AGM of BHG Retail REIT to be held at Raffles City Convention Centre, Level 4, Minto Room, 80 Bras Basah Road, Singapore 189560 on **Monday, 28 April 2025, at 10.30 a.m.** and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolutions to be proposed at the AGM as indicated hereunder. If no specific directions as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion as *he/she/they may on any other matter arising at the AGM.

No.	Ordinary Resolutions	For [#]	Against [#]	Abstain [#]
1	To receive and adopt the Report of DBS Trustee Limited, as trustee of BHG Retail REIT, the Statement by BHG Retail Trust Management Pte. Ltd., as manager of BHG Retail REIT (the " Manager "), and the Audited Financial Statements of BHG Retail REIT for the financial year ended 31 December 2024 and the Auditors' Report thereon.			
2	To re-appoint KPMG LLP as Auditors of BHG Retail REIT and authorise the Manager to fix the Auditors' remuneration.			
3	To authorise the Manager to issue Units and make or grant convertible instruments.			

* Delete accordingly.

If you wish to exercise all your votes "For", "Against" or to "Abstain", please indicate with a "✓" within the relevant box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this ____ day of _____ 2025

Signature(s) of Unitholder(s)
or Common Seal of Corporate Unitholder

Total number of Units in:	No. of Units
(a) CDP Register	
(b) Register of Unitholders	

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Notes:

1. A Unitholder who wishes to exercise his/her/its voting rights at the AGM may: (a) (where the Unitholder is an individual) vote in person at the AGM themselves; or (whether the Unitholder is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote on his/her/its behalf at the AGM; or (b) (where the Unitholder is a corporate) appoint corporate representative(s) to vote on its behalf at the AGM; or (c) (where the Unitholder is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.
2. The Proxy Form is available on BHG Retail REIT's corporate website at the URL <http://bhgreit.listedcompany.com/newsroom.html> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
3. CPF and SRS investors may vote at the AGM if they are appointed as proxy(ies) by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators as soon as practicable if they have any queries regarding their appointment as proxy(ies).

CPF and SRS investors may also appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Thursday, 17 April 2025, being seven working days before the date of the AGM. For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote live at the AGM on their behalf.
4. A Unitholder should insert the total number of Units held in the Proxy Form. If the Unitholder has Units entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**"), he/she should insert that number of Units. If the Unitholder has Units registered in his/her name in the Register of Unitholders of BHG Retail REIT, he/she should insert that number of Units. If the Unitholders has Units entered against his/her name in the said Depository Register and registered in his/her name in the Register of Unitholders, he/she should insert the aggregate number of Units. If no number is inserted, this Proxy Form will be deemed to relate to all the Units held by the Unitholder.
5. A Unitholder who wishes to appoint a proxy(ies) must complete and sign the Proxy Form, before submitting it in the manner set out below.
6. The Proxy Form must be submitted to BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by 10.30 a.m. on Saturday, 26 April 2025, being forty-eight (48) hours before the time fixed for the AGM, in the following manner:
 - (a) if submitted by post, be lodged at the office of BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to BHG Retail REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com.
7. The Proxy Form is not valid for use by persons who hold Units through relevant intermediaries (as defined in the Notice of AGM) (including CPF and SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. Persons who hold Units through relevant intermediaries, other than CPF and SRS investors, who wish to vote should instead approach his/her relevant intermediary through which they hold such Units as soon as possible to specify voting instructions.

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8. A Unitholder who is a Relevant Intermediary (as defined below) entitled to attend and vote at the meeting is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than one proxy, the appointment shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.

"**Relevant Intermediary**" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (b) a person holding a capital market services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds Units in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under the Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board hold those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
 3. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Manager), if the Proxy Form is submitted by post, be lodged with the Proxy Form, or, if the Proxy Form is submitted electronically via email, be emailed with the Proxy Form, failing which the Proxy Form may be treated as invalid.
 4. Any reference to a time of day is made by reference to Singapore time.
 5. All Unitholders will be bound by the outcome of the AGM regardless of whether they have attended or voted at the AGM.

General

The Manager shall be entitled to reject any Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form (including any related attachment). In addition, in the case of unitholders whose units are entered against their names in the Depository Register, the Manager may reject any Proxy Form if the unitholder, being the appointor, is not shown to have units entered against the unitholder's name in the Depository Register not less than forty-eight (48) hours before the time appointed for holding the AGM, as certified by CDP to the Manager.

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**Affix
Postage
Stamp**

BHG RETAIL TRUST MANAGEMENT PTE. LTD.
(As Manager of BHG Retail REIT)

c/o Boardroom Corporate & Advisory Services Pte. Ltd.,
1 Harbourfront Avenue
#14-07, Keppel Bay Tower Singapore 098632

4th fold

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Corporate Directory

BHG RETAIL REIT

REGISTERED ADDRESS

DBS Trustee Limited

12 Marina Boulevard Level 44
Marina Bay Financial Centre Tower 3
Singapore 018982
Telephone: +65 6878 8888
Fax: +65 6878 3977
Stockcode: BMGU
ISIN Code: SG1CD7000009
Email: ir@bhgreit.com
Website: www.bhgreit.com

TRUSTEE

DBS Trustee Limited

12 Marina Boulevard Level 44
Marina Bay Financial Centre Tower 3
Singapore 018982
Telephone: +65 6878 8888
Fax: +65 6878 3977

AUDITOR

KPMG LLP

12 Marina View #15-01
Asia Square Tower 2
Singapore 018961
Telephone: +65 6213 3388
Fax: +65 6225 0984

Partner-in-charge:

Mr Yap Wee Kee

Since financial year ended 31 December 2021

UNIT REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.

1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632
Telephone: +65 6536 5355
Fax: +65 6536 1360

THE MANAGER

REGISTERED ADDRESS

BHG Retail Trust Management Pte. Ltd.

250 North Bridge Road
Raffles City Tower #32-01
Singapore 179101
Telephone: +65 6805 8288
Fax: +65 6805 8277

BOARD OF DIRECTORS

Mr Gan Chee Yen

Chairman & Independent Director

Mr George Quek Meng Tong

Independent Director

Mr Ong Tze Guan

Independent Director

Mr Xiong Zhen

Non-Executive Director

Mr Peng Ge

Non-Executive Director

AUDIT AND RISK COMMITTEE

Mr Gan Chee Yen (Chairman)

Mr George Quek Meng Tong

Mr Ong Tze Guan

NOMINATING AND

REMUNERATION COMMITTEE

Mr George Quek Meng Tong (Chairman)

Mr Gan Chee Yen

Mr Ong Tze Guan

COMPANY SECRETARY

Mr Cho Form Po



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