CIRCULAR DATED 28 DECEMBER 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Singapore Exchange Securities Trading Limited (the "**SGX-ST**") takes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this circular dated 28 December 2020 ("**Circular**"). If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your units in Elite Commercial REIT (the "**Units**"), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular does not constitute an offer of securities in the United States of America ("**U.S.**") or any other jurisdiction. Any proposed issue of New Units described in this Circular will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state or other jurisdiction of the United States, and any such New Units may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable laws. The Manager does not intend to conduct a public offering of any securities of Elite Commercial REIT in the United States.

Oversea-Chinese Banking Corporation Limited and UBS AG, Singapore Branch are the Joint Issue Managers for the initial public offering of units in Elite Commercial REIT. Oversea-Chinese Banking Corporation Limited, UBS AG, Singapore Branch, CGS-CIMB Securities (Singapore) Pte. Ltd. and China International Capital Corporation (Singapore) Pte. Limited are the Joint Bookrunners and Underwriters for the initial public offering of units in Elite Commercial REIT.

ELITE COMMERCIAL REIT

(a real estate investment trust constituted on 7 June 2018
under the laws of the Republic of Singapore)

Managed By
Elite Commercial REIT Management Pte. Ltd.

CIRCULAR TO UNITHOLDERS IN RELATION TO:

(1) THE PROPOSED ACQUISITION OF 58 PROPERTIES LOCATED ACROSS THE UNITED KINGDOM, AS AN INTERESTED PERSON TRANSACTION;

(2) THE PROPOSED ISSUE OF NEW UNITS AS PARTIAL CONSIDERATION FOR THE PROPOSED ACQUISITION;

(3) THE PROPOSED TRANSFER OF A CONTROLLING INTEREST TO ELITE UK COMMERCIAL FUND II AS A RESULT OF THE ISSUE OF CONSIDERATION UNITS;

(4) THE PROPOSED WHITEWASH RESOLUTION; AND

(5) THE PROPOSED GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES.

Independent Financial Adviser to the Independent Directors, the Non-Interested Director and the Audit and Risk Committee of Elite Commercial REIT Management Pte. Ltd., and the Trustee of Elite Commercial REIT

Deloitte & Touche Corporate Finance Pte Ltd
(Company Registration No: 200200144N)

(Incorporated in the Republic of Singapore)

IMPORTANT DATES AND TIMES FOR UNITHOLDERS

Last date and time for pre-registration, submission of questions in advance, and submission of Proxy Forms	:	Friday, 22 January 2021 at 4.00 p.m.
Date and time of Extraordinary General Meeting convened and held by electronic means	:	Monday, 25 January 2021 at 4.00 p.m.

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CORPORATE INFORMATION

Directors of Elite Commercial REIT Management Pte. Ltd. (the manager of Elite Commercial REIT) (the "Manager")	:	David Lim Teck Leong (Chairman and Independent Non-Executive Director) Nicholas David Ashmore (Independent Non-Executive Director) Koo Tsai Kee (Independent Non-Executive Director and Chairman of the Nominating and Remuneration Committee) Tan Huay Lim (Independent Non-Executive Director and Chairman of the Audit and Risk Committee) Evan Cheah Yean Shin (Non-Independent Non-Executive Director) Victor Song Chern Chean (Non-Independent Non-Executive Director) Tan Dah Ching (Non-Independent Non-Executive Director) Tan Hai Peng Micheal (Non-Independent Non-Executive Director) Tan Kok Heng (Alternate Director to Evan Cheah Yean Shin)
Registered Office of the Manager	:	9 Temasek Boulevard #17-01 Suntec Tower Two Singapore 038989
Trustee of Elite Commercial REIT (the "Trustee")	:	**Perpetual (Asia) Limited** 8 Marina Boulevard #05-02 Marina Bay Financial Centre Singapore 018981
Legal Adviser to the Manager for the Proposed Acquisition and as to Singapore Law	:	**Allen & Gledhill LLP** One Marina Boulevard #28-00 Singapore 018989
Legal Advisers to the Manager as to UK Law	:	**Eversheds Sutherland (International) LLP** 1 Wood Street London EC2V 7WS United Kingdom **DLA Piper UK LLP** 160 Aldersgate Street London EC1A 4HT United Kingdom
Legal Adviser to the Trustee	:	**Dentons Rodyk & Davidson LLP** 80 Raffles Place #33-00 UOB Plaza 1 Singapore 048624

Unit Registrar	:	**Boardroom Corporate & Advisory Services Pte. Ltd.** 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623
Independent Financial Adviser to the Independent Directors of the Manager (the "Independent Directors"), the Non-Interested Director (as defined below) the Audit and Risk Committee of the Manager and the Trustee (the "IFA")	:	**Deloitte & Touche Corporate Finance Pte Ltd** 6 Shenton Way #33-00 OUE Downtown Singapore 068809
Independent Valuers	:	**Colliers International Valuation UK LLP** (appointed by the Manager) 50 George Street London W1U 7GA United Kingdom **BNP Paribas Real Estate Advisory & Property Management UK Limited** (appointed by the Trustee) 5 Aldermanbury Square London EC2V 7HR United Kingdom

OVERVIEW

The following overview is qualified in its entirety by, and should be read in conjunction with, the full text of this Circular. Meanings of defined terms may be found in the Glossary on pages 52 to 56 of this Circular.

Any discrepancies in the tables, graphs and charts included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

OVERVIEW OF ELITE COMMERCIAL REIT

Elite Commercial REIT is a Singapore real estate investment trust ("**REIT**") established with the investment strategy of principally investing, directly or indirectly, in a diversified portfolio of income-producing commercial assets and real estate-related assets in the United Kingdom ("**UK**").

As at 21 December 2020, being the latest practicable date prior to the issuance of this Circular (the "**Latest Practicable Date**"), Elite Commercial REIT has a market capitalisation of approximately £222.2 million[1]. Elite Commercial REIT's existing portfolio (the "**Existing Portfolio**") comprises 97 commercial buildings located across the UK with a total net internal area ("**NIA**") of approximately 2.6 million square feet ("**sq ft**") over a total site area of approximately 47 hectares, and a valuation of approximately £319.1[2] million as at 31 August 2019.

OVERVIEW OF THE PROPOSED ACQUISITION

On 17 October 2020, Elite Commercial REIT, through its wholly-owned subsidiary, Elite Kist Limited (the "**Elite Buyer**"), entered into a conditional share purchase agreement (the "**Share Purchase Agreement**") with Elite Bushel Holding Limited (the "**Vendor**") to acquire 100.0% of the shares in Elite Amphora Limited and Elite Cask Limited (the "**Target SPVs**"), which hold 58 commercial buildings located across the UK (the "**New Properties**", and the proposed acquisition, the "**Proposed Acquisition**") from the Vendor.

The Vendor is a wholly-owned subsidiary of Elite UK Commercial Fund II. Elite UK Commercial Fund II had during the time of the initial public offering of Elite Commercial REIT granted a right of refusal over the 62 assets held by Elite UK Commercial Fund II. On completion of the Proposed Acquisition (the "**Completion**"), Elite Commercial REIT will still hold a right of first refusal over the four remaining assets held by Elite UK Commercial Fund II and all the assets held by Elite UK Commercial Fund III.

The New Properties, which have a total NIA of 1,307,064 sq ft, are well located in London and across other major cities in the UK and are located within city centres, town centres and city suburbs. With 99%[3] of the leases entered into with the UK Government via various government agencies, the New Properties provide attractive and recession-proof yields underpinned by sovereign tenants. Similar to Elite Commercial REIT's existing property

1 Based on the closing Unit price of £0.665 as at the Latest Practicable Date.

2 Colliers are of the opinion that the aggregate market value, as at 31 August 2019, of the Existing Portfolio is £319,055,000. The same values have been reconfirmed by the valuer as of 31 December 2019. The valuation of the Existing Portfolio, where referred to in this Circular, represents the aggregate of the individual values of the properties in the Existing Portfolio and the fact that the properties are held within an SPV. For the avoidance of doubt, the valuation is in relation to the real estate and not the SPV.

3 By annual gross rental income ("**GRI**").

portfolio, majority of the leases under the New Properties (that is, 82% of the leases) are entered into with the Secretary of State for Communities & Local Government (Department of Work and Pensions ("**DWP**")), thus creating synergy within Elite Commercial REIT's enlarged property portfolio. Other government tenants include the UK Ministry of Defence, National Records of Scotland, HM Courts and Tribunals Service, Natural Resources Wales and the Environmental Agency.

For the purpose of this Circular, the "**Enlarged Portfolio**" comprises (i) the Existing Portfolio and (ii) the New Properties.

(See **Appendix A** of this Circular for further details about the New Properties.)

The purchase consideration is based on the consolidated net asset value ("**NAV**") of the Target SPVs as at Completion, which is currently estimated to be £58.5 million ("**Purchase Consideration**"), which takes into account, among other things, the agreed value of the New Properties of £212.5 million.

The Manager intends to partially fund the Proposed Acquisition with an Equity Fund Raising (as defined herein). While the Manager's primary objective is to pursue an Equity Fund Raising, should the market conditions be non-conducive to raise capital and the Manager decides not to proceed with the Equity Fund Raising, Elite Commercial REIT is able to complete the Proposed Acquisition through, among others, the issuance of Consideration Units (as defined herein) as partial consideration for the Proposed Acquisition. (See the section "Resolution 2: the Proposed Issue of Consideration Units" below and paragraph 3.1 of the Letter to Unitholders for further details on the issue price range of the Consideration Units.)

The Manager proposes to issue Consideration Units to Elite UK Commercial Fund II (being the Vendor's nominee), which will, upon the receipt of the Consideration Units, do a distribution in specie of such Consideration Units to its investors including Partner Reinsurance Company Ltd ("**PartnerRE**")[1]. The issuance of Consideration Units will raise less equity from the market in the Equity Fund Raising, resulting in more certainty of completion of the Proposed Acquisition.

Assuming the Proposed Acquisition is financed through the issuance of Consideration Units and with a £30.0 million Equity Fund Raising, the transaction will provide a 3.2% DPU (as defined herein) accretion, from 1.95 pence to 2.02 pence, and will be beneficial to Unitholders.

SUMMARY OF APPROVALS SOUGHT

The Manager is seeking approval from unitholders of Elite Commercial REIT ("**Unitholders**") for the resolutions (each, a "**Resolution**") stated below:

(1) **Resolution 1:** the Proposed Acquisition of 58 properties located across the UK, as an interested person transaction (Ordinary Resolution);

(2) **Resolution 2:** the proposed issue of new units in Elite Commercial REIT ("**New Units**") as partial consideration for the Proposed Acquisition (Ordinary Resolution);

(3) **Resolution 3:** the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units (Ordinary Resolution);

1 PartnerRE is an indirect wholly-owned subsidiary of Exor N.V.. Exor N.V. is listed on the Milan Stock Exchange, and the companies it holds other than PartnerRE includes, Ferrari, Fiat, Juventus and The Economist. Exor N.V. is controlled by the Italian Agnelli family through their privately held company, Giovanni Agnelli B.V. (52.99% interest in EXOR N.V.). PartnerRE is a leading global diversified reinsurance firm A+/A1/A+ rated (S&P/Moody's/Fitch).

(4) **Resolution 4:** the proposed Whitewash Resolution (Ordinary Resolution); and

(5) **Resolution 5:** the Proposed General Mandate (as defined herein) for the issue of New Units and/or Convertible Securities (as defined herein) (Ordinary Resolution).

Unitholders should note that Resolutions 1, 2 and 3 are inter-conditional. Unitholders should also note that Resolutions 1, 2 and 3 are each conditional upon Resolution 4 relating to the proposed Whitewash Resolution. In the event that any of Resolutions 1, 2, 3 and 4 is not passed, the Manager will not proceed with the Proposed Acquisition. Unitholders should also note that in the event that the Equity Fund Raising to finance the Proposed Acquisition is not completed by the time of the EGM, Resolution 5 would be withdrawn and not tabled at the EGM.

RESOLUTION 1: THE PROPOSED ACQUISITION (ORDINARY RESOLUTION)

The Proposed Acquisition

The Manager seeks approval from Unitholders for the proposed acquisition of 100.0% of the shares in the Target SPVs from the Vendor.

In connection with the Proposed Acquisition, Elite Commercial REIT has, through the Elite Buyer, entered into the Share Purchase Agreement with the Vendor on 17 October 2020 to acquire 100.0% of the shares in the Target SPVs.

Purchase Consideration and Valuation

The Purchase Consideration takes into account, among other things, the agreed value of the New Properties ("**Agreed New Properties Value**") of £212.5 million and was negotiated on a willing-buyer and willing-seller basis and takes into account the independent valuations of the New Properties. The Purchase Consideration will be subject to post-completion adjustments[1].

The Manager has commissioned an independent property valuer, Colliers International Valuation UK LLP ("**Colliers**"), and the Trustee has commissioned an independent property valuer, BNP Paribas Real Estate Advisory & Property Management UK Limited ("**BNP Paribas**", together with Colliers, the "**Independent Valuers**"), to value the New Properties.[2] Colliers, in its report dated 14 August 2020, stated that the open market value of the New Properties is £212.5 million. BNP Paribas, in its report dated 14 August 2020, stated that the open market value of the New Properties is £205.2 million. Both Independent Valuers adopted the income capitalisation approach[3] in their valuations.

(See **Appendix A** of this Circular for the breakdown of Agreed New Properties Value and valuation of each New Property.)

1 The Purchase Consideration will be adjusted upwards or downwards in accordance with the Share Purchase Agreement depending on the final aggregate net asset value of the Target SPVs.

2 The valuation of the New Properties, where referred to in this Circular, represents the aggregate of the individual values of the New Properties and the fact that the New Properties are held within an SPV.

3 The Independent Valuers' valuation approach is in accordance to the RCIS Valuation - Global Standards 2020 which incorporates the International Valuation Standards (the Red Book). Both Independent Valuers have utilised the income capitalisation approach as the primary valuation method and the direct comparison approach as the secondary valuation method. The Independent Valuers adopted the income capitalisation and the direct comparison approach over the discounted cash flow approach as they are more appropriate for the purpose of valuing single tenanted, income producing properties with medium to long term leases. The discounted cash flow approach is usually used for the valuation of multi-tenanted buildings where there are multiple tenants with multiple lease events (lease expiry, rent reviews, breaks etc). The Independent Valuers have confirmed that their opinion of market value of the Properties reflects the portfolio lease events in accordance with market practice.

Estimated Total Acquisition Outlay

The total acquisition outlay is estimated to be £218.5 million[1], comprising:

(i) the Purchase Consideration of approximately £58.5 million payable partly in Consideration Units, with the balance sum which is not satisfied by the issue of Consideration Units payable in cash;

(ii) the existing shareholders' loans of £40.2 million owed by the Target SPVs to the Vendor, to be transferred to the Elite Buyer by way of novation on Completion (the "**Existing Shareholders Loans**");

(iii) the existing bank loan of £113.8 million owed by the Target SPVs to certain financial institutions (the "**External Bank Loan**"), out of which £19.8 million will be repaid on Completion (the "**Repaid Bank Loan**")[2], and the remaining £94.0 million will not be discharged on Completion and will remain on the books of the Target SPVs after Completion (the "**Subsisting Bank Loan**");

(iv) the acquisition fee ("**Acquisition Fee**") of approximately £2.1 million payable in Units to the Manager (the "**Acquisition Fee Units**")[3]; and

(v) the estimated professional and other fees and expenses[4] of approximately £3.8 million incurred or to be incurred by Elite Commercial REIT in connection with the Proposed Acquisition[4],

(collectively, the "**Total Acquisition Outlay**").

Payment of Acquisition Fee in Units

Pursuant to the Trust Deed, the Manager is entitled to receive an acquisition fee at the rate of 1.0% of the Agreed New Properties Value, which is taken into account when computing the Total Acquisition Outlay (or such lower percentage as may be determined by the Manager in its absolute discretion).

Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the acquisition fee at the issue price of Units equal to the 10-day volume weighted average price ("**VWAP**") prior to the issue date of the Acquisition Fee Units.

Based on an illustrative issue price of £0.68 per Acquisition Fee Unit, the number of Acquisition Fee Units issued shall be approximately 3.1 million Units.

Method of Financing

The Manager intends to finance the Total Acquisition Outlay (save for the Acquisition Fee) with (i) the issue of New Units ("**Consideration Units**") to the Vendor or its nominee (the "**Vendor Nominee**"), (ii) net proceeds from the issue of New Units pursuant to an equity fund

1 The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming the Equity Fund Raising is not undertaken and the total consideration, loan transaction costs and Acquisition Fee remain the same, the professional fees and expenses will be £3.3 million and the Total Acquisition Outlay will be £218.0 million.

2 A portion of the External Bank Loan will be repaid on Completion to keep to the Manager's target aggregate leverage level for Elite Commercial REIT.

3 As the Proposed Acquisition will constitute an "interested party transaction" under the Property Funds Appendix, the acquisition fee shall be payable in Units which shall not be sold one year from the date of issuance in accordance with the Property Funds Appendix.

4 Such fees and expenses include due diligence costs, equity fund raising costs and acquisition costs such as legal expenses, loan related expenses, expenses relating to the appointment of the IFA and other professional costs.

raising ("**Equity Fund Raising**") and (iii) external bank borrowings. It should be noted that, while the Manager's primary objective is to pursue an Equity Fund Raising, should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan (as defined below), without the Equity Fund Raising. For the avoidance of doubt, Elite Commercial REIT is able to complete the Proposed Acquisition without the Equity Fund Raising.

To ensure certainty of completion of the Proposed Acquisition without the Equity Fund Raising, pursuant to the terms of the Share Purchase Agreement, the Elite Buyer has the option to request the Vendor to provide a loan of £10 million at an interest rate of 7% per annum (the "**Vendor's Loan**"), with the full sum of the Vendor's Loan repayable by the date ending 12 months after the date of Completion or the date on which Elite Commercial REIT has raised sufficient funds to repay the Vendor's Loan, whichever is earlier. If the Vendor's Loan is drawn down, it shall be used to pay the Purchase Consideration at Completion.

The final decision regarding the financing to be employed for the purposes of financing the Proposed Acquisition will be made by the Manager at the appropriate time, taking into account the then prevailing market conditions, availability of alternative funding options, the impact on Elite Commercial REIT's capital structure, distribution per Unit ("**DPU**") and debt expiry profile and the covenants and requirements associated with each financing option. For the avoidance of doubt, in the event that the Manager does not proceed with the Equity Fund Raising, Elite Commercial REIT will have sufficient internal resources and financing[1] to complete the Proposed Acquisition.

The Manager will announce the details of the Equity Fund Raising on the SGXNET at the appropriate time when it launches the Equity Fund Raising.

Use of Proceeds of the Equity Fund Raising

For illustrative purposes in this Circular, the Equity Fund Raising is assumed to raise gross proceeds of approximately £30.0 million. The Manager intends to utilise all of the net proceeds of the Equity Fund Raising to finance part of the Total Acquisition Outlay (save for the Acquisition Fee).

Consequential Adjustment to the Distribution Period and Status of New Units

Elite Commercial REIT's policy is to distribute its distributable income on a semi-annual basis to Unitholders.

However, pursuant to the Equity Fund Raising, the Manager may decide to make adjustments to the distribution period which may include, among others, a cumulative distribution, an advanced distribution or such other plans to ensure fairness to existing Unitholders holding Units on the day immediately prior to the date on which the New Units are issued pursuant to the Equity Fund Raising.

The New Units issued under the Equity Fund Raising, upon issue and allotment, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued under the Equity Fund Raising, other than in respect of the advanced distribution.

Further details pertaining to any adjustments to the distribution period, if any, and the status of the New Units issued pursuant to the Equity Fund Raising will be announced at the appropriate time

(See paragraph 2.7 of the Letter to Unitholders for further details.)

1 The loan facilities are committed and undrawn at the moment.

Rationale for and Key Benefits of the Proposed Acquisition

The Proposed Acquisition demonstrates the commitment of the Manager to execute its stated strategy for growth, by adding a portfolio of quality, predominantly UK Government-leased commercial assets to Elite Commercial REIT's portfolio.

The Manager believes that the Proposed Acquisition will bring the following key benefits to Unitholders:

1. **Extends the REIT's exposure to UK sovereign credit, while diversifying occupier mix**

   (i) In line with the Manager's strategy, the New Properties are 99% leased to the UK Government[1], with a WALE of 7.4 years[2]

   (ii) The New Properties are 82% occupied by the DWP and 17% occupied by other UK Government occupiers[1], including the Ministry of Defence, National Records of Scotland, Environment Agency, HM Courts and Tribunals Service and National Resources Wales

2. **Stable cashflows and Consumer Price Index ("CPI")-linked growth from uniquely counter-cyclical occupier**

   (i) The New Properties provide stable cashflows and attractive yield amidst economic uncertainty – the UK Government continues to pay its rent to the REIT in full and on time

   (ii) Increased unemployment has increased the long-term need for DWP and Jobcentre Plus locations – the UK Government has committed £900m to double the number of work coaches employed in JobCentre Plus facilities to approximately 27,000

3. **Increased exposure to London**

   (i) 36% of the New Properties are located in London[3], bringing London's overall contribution to Elite Commercial REIT's portfolio to 14%[4]

   (ii) London properties have higher potential for rental and capital growth, as well as redevelopment – London also has the largest and most liquid real estate investing and leasing market in the UK

   (iii) In addition to London, the portfolio also includes assets located in other major UK cities including Manchester, Edinburgh, Liverpool and Cardiff

4. **Increases size, market cap free float and liquidity**

   (i) 67% increase in portfolio valuation

   (ii) 57% increase in market capitalisation

1 By GRI.

2 WALE of 7.4 years and weighted average lease to break of 4.4 years as at 14 August 2020, weighted by GRI. The Existing Portfolio has a WALE of 7.6 years and weighted average lease to break of 4.1 years. The Enlarged Portfolio has a WALE of 7.5 years and weighted average lease to break of 4.2 years.

3 Based on the valuation of the New Properties by Colliers as of 14 August 2020.

4 Based on the valuation of the New Properties by Colliers mentioned in the footnote above and the valuation of the Existing Portfolio by Colliers. Colliers are of the opinion that the aggregate market value, as at 31 August 2019, of the Existing Portfolio is £319,055,000. The same values have been reconfirmed by the valuer as of 31 December 2019.

5. **DPU accretive, with attractive yields relative to Existing Portfolio**

(i) 3.2% DPU accretion

(ii) Attractive rental yields relative to Existing Portfolio

Interested Person Transaction pursuant to the Listing Manual and Interested Party Transaction pursuant to the Property Funds Appendix

The Vendor is a wholly-owned subsidiary of Elite UK Commercial Fund II. Elite UK Commercial Fund II is a fund managed by Elite Partners Capital Pte. Ltd. ("**EPC**"), which is in turn wholly-owned by Elite Partners Holdings Pte. Ltd. ("**EPH**"). As at the date of this Circular, EPH holds an interest in 68.0% of the total number of issued shares in the Manager and is accordingly a "controlling shareholder" of the Manager. As such, EPH is considered (under Chapter 9 of the Listing Manual of the SGX-ST ("**Listing Manual**")) an "interested person" and (under Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore ("**Property Funds Appendix**")) an "interested party".

Accordingly, the Proposed Acquisition between Elite Commercial REIT and the Vendor (being a fund indirectly managed by EPH), as well as the Vendor's Loan extended by the Vendor (being a fund indirectly managed by EPH) to Elite Commercial REIT, will constitute an "interested person transaction" as defined under Chapter 9 of the Listing Manual and an "interested party transaction" as defined under the Property Funds Appendix, in respect of which Unitholders' approval is required.

(See paragraph 5.2.3 of the Letter to Unitholders for further details.)

RESOLUTION 2: THE PROPOSED ISSUE OF CONSIDERATION UNITS (ORDINARY RESOLUTION)

The Manager proposes to issue Consideration Units to Elite UK Commercial Fund II, being the Vendor Nominee, up to £89.4 million (as determined by the Manager in its sole discretion) as consideration for the Proposed Acquisition.

The issue of Consideration Units will result in Elite Commercial REIT raising less equity from the market in the Equity Fund Raising, resulting in more certainty of completion of the Proposed Acquisition.

The number of Consideration Units to be issued would depend on the issue price of the Consideration Units and the net proceeds raised via the Equity Fund Raising. The aggregate number of Consideration Units to be issued will be derived in the following manner:

No. of Consideration Units = Y ÷ Consideration Unit Issue Price

Where:

"**Y**" means up to £89.4 million (as determined by the Manager in its sole discretion), being the portion of the Purchase Consideration due to the Vendor in Units.

"**Consideration Unit Issue Price**" means the price of each Consideration Unit computed based on:

(i) (in the event that no capital is raised from the Equity Fund Raising to finance the Proposed Acquisition) the volume weighted average price for a Unit for all trades on the SGX-ST for the period of 10 Business Days immediately preceding the date of the issue of the Consideration Units (the "**VWAP Price**"), provided that in the event that:

(a) the VWAP Price is less than 68 pence, the Consideration Unit Issue Price shall be 68 pence; and

(b) the VWAP Price is more than 76 pence, the Consideration Unit Issue Price shall be 76 pence.

(ii) (in the event that capital is raised from the Equity Fund Raising to finance the Proposed Acquisition) the issue price of the Units in such equity fund raising[1], provided that in the event that the issue price of the Units in such equity fund raising is more than 76 pence, the Consideration Unit Issue Price shall be 76 pence.

The Consideration Unit Issue Price range of between 68 pence and 76 pence has been selected on the basis that the initial public offering price was 68 pence and the highest the Units have been traded on the SGX-ST is 76 pence. In the event that there is no Equity Fund Raising, the Consideration Units will be issued at a minimum price of 68 pence (even if the VWAP Price is less than 68 pence).

As the Vendor is held by a fund which is managed by a wholly-owned subsidiary of EPH (being EPC), and EPH is in turn a controlling shareholder of the Manager as well as a sponsor of Elite Commercial REIT, the proposed issue of Consideration Units to the Vendor (or the Vendor Nominee) will constitute an "interested person transaction" under Chapter 9 of the Listing Manual, in respect of which the approval of Unitholders is required.

Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the proposed issue of the Consideration Units to the Vendor Nominee.

(See paragraph 3 of the Letter to Unitholders for further details.)

RESOLUTION 3: THE PROPOSED TRANSFER OF A CONTROLLING INTEREST TO ELITE UK COMMERCIAL FUND II AS A RESULT OF THE ISSUE OF CONSIDERATION UNITS (ORDINARY RESOLUTION)

Based on the Vendor's current intention, Elite UK Commercial Fund II, as the Vendor Nominee, will receive the Consideration Units issued pursuant to the Proposed Acquisition. Following receipt of the Consideration Units, Elite UK Commercial Fund II will do a distribution *in specie* of such Consideration Units which would result in the largest investor of Elite UK Commercial Fund II, being PartnerRE[2], holding up to 24% of the Units in issue.[3] Each of the remaining investors of Elite UK Commercial Fund II will, upon receiving its respective proportion of Consideration Units, hold less than 5% of the Units in issue. All the investors of Elite UK Commercial Fund II, including PartnerRE, are unrelated third parties.

PartnerRE has provided an undertaking to the Manager to restrict its dealing in the Units held by it following the distribution *in specie* of the Consideration Units in relation to 100% of the Units held by it during the period commencing from its receipt of Consideration Units until the date falling six months after the date of receipt of Consideration Units (both dates inclusive) and 50% of the Units held by it from the day immediately following the end of the First Lock-up Period until the date falling six months after the First Lock-up Period (both dates inclusive).

1 It is to be noted that pursuant to the Trust Deed, where Consideration Units are issued in conjunction with an equity fund raising exercise to raise funds for an acquisition, the Manager has discretion to determine that the issue price of the Consideration Unit shall be the same as the issue price for the units issued in conjunction with the equity fund raising.

2 PartnerRE is an indirect wholly-owned subsidiary of Exor N.V.. Exor N.V. is listed on the Milan Stock Exchange, and the companies it holds other than PartnerRE includes, Ferrari, Fiat, Juventus and The Economist. Exor N.V. is controlled by the Italian Agnelli family through their privately held company, Giovanni Agnelli B.V. (52.99% interest in EXOR N.V.). PartnerRE is a leading global diversified reinsurance firm A+/A1/A+ rated (S&P/Moody's/Fitch).

3 For illustrative purposes only, assuming that the Total Acquisition Outlay (save for the Acquisition Fee) is funded by a £30.0 million Equity Fund Raising, PartnerRE will hold approximately 21% of the Units in issue upon receipt of the Consideration Units.

Based on an illustrative issue price ("**Illustrative Price**") of £0.68 per Consideration Unit and assuming 100% of the Purchase Consideration is satisfied with the issue of Consideration Units, the aggregate unitholding of Elite UK Commercial Fund II will be approximately 25%, immediately after the issue of the Consideration Units. Elite UK Commercial Fund II will thus become a controlling Unitholder, in respect of which approval of Unitholders is required pursuant to Rule 803 of the Listing Manual. Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units pursuant to the Proposed Acquisition.

(See paragraph 6 of the Letter to Unitholders for further details.)

RESOLUTION 4: THE PROPOSED WHITEWASH RESOLUTION

Waiver of the Singapore Code of Take-overs and Mergers

The Securities Industry Council ("**SIC**") has on 27 November 2020 granted a waiver (the "**SIC Waiver**") of the requirement by Elite UK Commercial Fund II to make a mandatory general offer ("**Mandatory General Offer**") for the remaining Units not owned or controlled by Elite UK Commercial Fund II and the parties acting in concert with it (the "**Concert Parties**"), in the event that they incur an obligation to make a Mandatory General Offer pursuant to Rule 14 of the Singapore Code of Take-overs and Mergers (the "**Code**") as a result of:

(i) the receipt by Elite UK Commercial Fund II (as the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units,

subject to the satisfaction of the conditions specified in the SIC Waiver (as set out in paragraph 7.2 of the Letter to Unitholders) including the approval of the Whitewash Resolution by Independent Unitholders (as defined herein) at a general meeting of Unitholders.

The Manager is seeking approval from Unitholders other than Elite UK Commercial Fund II, its Concert Parties and parties which are not independent of Elite UK Commercial Fund II (the "**Independent Unitholders**") for a waiver of their right to receive a Mandatory General Offer from Elite UK Commercial Fund II (as the Vendor Nominee) and its Concert Parties, in the event that they incur an obligation to make a Mandatory General Offer as a result of:

(i) the receipt by Elite UK Commercial Fund II (as the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units.

Rule 14.1(a) of the Code states that Elite UK Commercial Fund II and its Concert Parties would be required to make a Mandatory General Offer, if Elite UK Commercial Fund II and its Concert Parties, acquires whether by a series of transactions over a period of time or not, Units which (taken together with the Units held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights of Elite Commercial REIT.

Unless waived by the SIC, pursuant to Rule 14.1(a) of the Code, Elite UK Commercial Fund II and its Concert Parties would then be required to make a Mandatory General Offer. The SIC has granted this waiver subject to the satisfaction of the conditions specified in the SIC Waiver (as set out in paragraph 7.2 of the Letter to Unitholders) including the Whitewash Resolution being approved by Independent Unitholders at the EGM.

Based on an Illustrative Price of £0.68 per Consideration Unit and assuming 100% of the Purchase Consideration is satisfied with the issue of Consideration Units, the aggregate unitholding of Elite UK Commercial Fund II and its Concert Parties will increase from 28.4% to 48.9%, immediately after the issue of the Consideration Units and the Acquisition Fee Units[1]. (See paragraph 7.1 of the Letter to Unitholders for further details on the breakdown of the unitholding of Elite UK Commercial Fund II and its Concert Parties before and after the issuance of the Consideration Units.)

Rationale for the Whitewash Resolution

The Whitewash Resolution is to enable the Vendor to receive the Consideration Units as partial consideration for the Proposed Acquisition and the Manager to receive (in its own capacity) the Acquisition Fee Units. The rationale for enabling the Vendor, which is a wholly-owned subsidiary of Elite UK Commercial Fund II, to receive the Consideration Units is set out in paragraph 4.6 of the Letter to Unitholders.

(See paragraph 7.3 of the Letter to Unitholders for further details.)

RESOLUTION 5: THE PROPOSED GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES (ORDINARY RESOLUTION)

The Proposed General Mandate

The Manager is seeking the approval of Unitholders for a general mandate to issue New Units, such approval to be effective until the next general meeting of Elite Commercial REIT.

This Resolution, if passed, will empower the Manager from the date of the EGM until (i) the conclusion of the next AGM of Elite Commercial REIT, or (ii) the date by which the next AGM of Elite Commercial REIT is required by applicable laws or regulations to be held, or (iii) the date on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest, to issue Units, make or grant Instruments (such as securities, warrants or debentures) convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding fifty per cent (50%) of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any), of which up to twenty per cent (20%) may be issued other than on a pro rata basis to Unitholders (excluding treasury Units and subsidiary holdings, if any).

For determining the aggregate number of Units that may be issued, the percentage of issued Units (excluding treasury Units and subsidiary holdings, if any) will be calculated based on the issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution 5 passed and any subsequent bonus issue, consolidation or subdivision of Units.

Unitholders should note that in the event that the Equity Fund Raising to finance the Proposed Acquisition is not completed by the time of the EGM, this Resolution 5 would be withdrawn and not tabled at the EGM.

Rationale for the General Mandate

The Manager is of the view that the General Mandate will provide Elite Commercial REIT with additional flexibility in managing its balance sheet and capital structure, as well as flexibility in

1 For the avoidance of doubt, following the distribution *in specie* of Consideration Units to the investors of Elite UK Commercial Fund II, the number of Units held by Elite UK Commercial Fund II and its Concert Parties will be reduced by the number of Units that are distributed by Elite UK Commercial Fund II to its investors, as Elite UK Commercial Fund II will no longer hold such Units.

its fund raising options to part finance the Proposed Acquisition without the time and expense of convening further meetings of Unitholders. The General Mandate will enable the Manager to issue New Units and/or Instruments in its absolute discretion, subject to the prescribed limits described herein, including but not limited to the issue of New Units pursuant to the Equity Fund Raising and the issue of Consideration Units to part finance the Proposed Acquisition. However, in the event that the Manager does not proceed with the Equity Fund Raising by the date of the EGM, the Manager will not require the General Mandate.

INDICATIVE TIMETABLE

The timetable for the events which are scheduled to take place after the extraordinary general meeting (the "**EGM**") is indicative only and is subject to change at the Manager's absolute discretion. Any changes (including any determination of the relevant dates) to the timetable below will be announced.

Event		**Date and Time**
Last date and time for lodgement of Proxy Forms	:	Friday, 22 January 2021 at 4.00 p.m.
Date and time of the EGM	:	Monday, 25 January 2021 at 4.00 p.m.
If approvals for the Proposed Acquisition, the proposed issue of Consideration Units, the proposed transfer of controlling interest and the proposed Whitewash Resolution are obtained at the EGM:		
Target date for completion of the Proposed Acquisition	:	1Q 2021 (or such other date as may be agreed between the parties)

ELITE COMMERCIAL REIT

(a real estate investment trust constituted on 7 June 2018
under the laws of the Republic of Singapore)

Directors of the Manager ("Directors")	**Registered Office**
David Lim Teck Leong (Chairman and Independent Non-Executive Director)	9 Temasek Boulevard
Nicholas David Ashmore (Independent Non-Executive Director)	#17-01 Suntec Tower Two
Koo Tsai Kee (Independent Non-Executive Director and Chairman of the Nominating and Remuneration Committee)	Singapore 038989
Tan Huay Lim (Independent Non-Executive Director and Chairman of the Audit and Risk Committee)	
Evan Cheah Yean Shin (Non-Independent Non-Executive Director)	
Victor Song Chern Chean (Non-Independent Non-Executive Director)	
Tan Dah Ching (Non-Independent Non-Executive Director)	
Tan Hai Peng Micheal (Non-Independent Non-Executive Director)	
Tan Kok Heng (Alternate Director to Evan Cheah Yean Shin)	28 December 2020

To: Unitholders of Elite Commercial REIT

Dear Sir/Madam

1. SUMMARY OF APPROVALS SOUGHT

The Manager is convening the EGM to seek the approval of Unitholders by way of an Ordinary Resolution[1] for the following resolutions:

(i) **Resolution 1:** the Proposed Acquisition of 58 properties located across the UK, as an interested person transaction;

(ii) **Resolution 2**: the proposed issue of Consideration Units;

(iii) **Resolution 3**: the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units;

(iv) **Resolution 4:** the proposed Whitewash Resolution**;** and

(v) **Resolution 5**: the proposed General Mandate for the Issue of New Units and/or Convertible Securities.

Unitholders should note that Resolutions 1, 2 and 3 are inter-conditional. Unitholders should also note that Resolutions 1, 2 and 3 are each conditional upon Resolution 4 relating to the proposed Whitewash Resolution. In the event that any of Resolutions 1, 2, 3 and 4 is not passed, the Manager will not proceed with the Proposed Acquisition. Unitholders should also note that in the event that the Equity Fund Raising to finance the Proposed Acquisition is not completed by the time of the EGM, Resolution 5 would be withdrawn and not tabled at the EGM.

1 "**Ordinary Resolution**" means a resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed.

2. RESOLUTION 1: THE PROPOSED ACQUISITION

2.1 Structure of the Proposed Acquisition

On 17 October 2020, Elite Kist Limited entered into the Share Purchase Agreement with the Vendor to acquire 100.0% of the shares in the Target SPVs, which hold the New Properties.

The Vendor is a wholly-owned subsidiary of Elite UK Commercial Fund II. Elite UK Commercial Fund II had during the time of the initial public offering of Elite Commercial REIT granted a right of refusal over the assets held by Elite UK Commercial Fund II.

The New Properties, which has a total NLA of 1,307,064 sq ft, are well located across major cities in the UK and are centrally located within city centres, town centres and city suburbs. With 99%[1] of the leases entered into with the UK Government, the New Properties provide attractive and recession-proof yields underpinned by sovereign tenants.

Based on the Agreed New Properties Value and the net property income ("**NPI**") of the New Properties for the period from 6 February 2020 to 30 June 2020, the annualised NPI yield of the New Properties is 6.3%.

(See **Appendix A** of this Circular for further details about the New Properties.)

2.2 Purchase Consideration and Valuation

The Purchase Consideration is currently estimated to be £58.5 million, which takes into account, among other things, the Agreed New Properties Value of £212.5 million, which was negotiated on a willing-buyer and willing-seller basis and takes into account the independent valuations of the New Properties. The Purchase Consideration will be subject to post-completion adjustments[2].

The Manager and the Trustee have commissioned Colliers and BNP Paribas respectively to value the New Properties. Colliers, in its report dated 14 August 2020, stated that the open market value of the New Properties is £212.5 million. BNP Paribas, in its report dated 14 August 2020, stated that the open market value of the New Properties is £205.2 million. Both Independent Valuers adopted the income capitalisation approach[3] in their valuations.

(See **Appendix A** of this Circular for the breakdown of Agreed New Properties Value and valuation of each New Property.)

1 By annual GRI.

2 The Purchase Consideration will be adjusted upwards or downwards in accordance with the Share Purchase Agreement depending on the final aggregate net asset value of the Target SPVs.

3 The Independent Valuers' valuation approach is in accordance to the RCIS Valuation - Global Standards 2020 which incorporates the International Valuation Standards (the Red Book). Both Independent Valuers have utilised the income capitalisation approach as the primary valuation method and the direct comparison approach as the secondary valuation method. The Independent Valuers adopted the income capitalisation and the direct comparison approach over the discounted cash flow approach as they are more appropriate for the purpose of valuing single tenanted, income producing properties with medium to long term leases. The discounted cash flow approach is usually used for the valuation of multi-tenanted buildings where there are multiple tenants with multiple lease events (lease expiry, rent reviews, breaks etc). The Independent Valuers have confirmed that their opinion of market value of the Properties reflects the portfolio lease events in accordance with market practice.

2.3 Estimated Total Acquisition Outlay

The Total Acquisition Outlay is estimated to be £218.5 million[1], comprising:

(i) the Purchase Consideration of approximately £58.5 million payable partly in Consideration Units, with the balance sum which is not satisfied by the issue of Consideration Units payable in cash;

(ii) the Existing Shareholders Loan of £40.2 million which will be novated to the Elite Buyer on Completion;

(iii) the External Bank Loan of £113.8 million, out of which the Repaid Bank Loan of £19.8 million will be repaid on Completion[2], and the Subsisting Bank Loan of £94.0 million which will not be discharged on Completion and will remain on the books of the Target SPVs after Completion;

(iv) the Acquisition Fee Units of approximately £2.1 million payable to the Manager[3]; and

(v) the estimated professional and other fees and expenses[4] of approximately £3.8 million[1] incurred or to be incurred by Elite Commercial REIT in connection with the Proposed Acquisition.

2.4 Payment of Acquisition Fee in Units

Pursuant to the Trust Deed, the Manager is entitled to receive an acquisition fee at the rate of 1.0% of the Agreed New Properties Value, which is taken into account when computing the Total Acquisition Outlay (or such lower percentage as may be determined by the Manager in its absolute discretion). The Manager has elected to receive an acquisition fee at the rate of 1.0% of the Agreed New Properties Value.

Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the acquisition fee at the issue price of Units equal to the 10-day VWAP prior to the issue date of the Acquisition Fee Units.

Based on an illustrative issue price of £0.68 per Acquisition Fee Unit, the number of Acquisition Fee Units issued shall be approximately 3.1 million Units.

2.5 Method of Financing

The Manager intends to finance the Total Acquisition Outlay (save for the Acquisition Fee) with (i) the issue of Consideration Units to the Vendor or the Vendor Nominee, (ii) the net proceeds from the Equity Fund Raising and (iii) external bank borrowings. It should be noted that, while the Manager's primary objective is to pursue an Equity Fund Raising, should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition

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1 The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming the Equity Fund Raising is not undertaken and the total consideration, loan transaction costs and Acquisition Fee remain the same, the professional fees and expenses will be £3.3 million and the Total Acquisition Outlay will be £218.0 million.

2 A portion of the External Bank Loan will be repaid on Completion to keep to the Manager's target aggregate leverage level for Elite Commercial REIT.

3 As the Proposed Acquisition will constitute an "interested party transaction" under the Property Funds Appendix, the acquisition fee shall be payable in Units, which shall not be sold one year from the date of issuance in accordance with the Property Funds Appendix.

4 Such fees and expenses include due diligence costs, equity fund raising costs and acquisition costs such as legal expenses, loan related expenses, expenses relating to the appointment of the IFA and other professional costs.

Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For the avoidance of doubt, Elite Commercial REIT is able to complete the Proposed Acquisition without the Equity Fund Raising.

To ensure certainty of completion of the Proposed Acquisition without the Equity Fund Raising, pursuant to the terms of the Share Purchase Agreement, the Elite Buyer has the option to request the Vendor to provide a Vendor's Loan of £10 million at an interest rate of 7% per annum, with the full sum of the Vendor's Loan repayable by the date ending 12 months after the date of Completion or the date on which Elite Commercial REIT has raised sufficient funds to repay the Vendor's Loan, whichever is earlier. If the Vendor's Loan is drawn down, it shall be used to pay the Purchase Consideration at Completion.

The final decision regarding the financing to be employed for the purposes of financing the Proposed Acquisition will be made by the Manager at the appropriate time, taking into account the then prevailing market conditions, availability of alternative funding options, the impact on Elite Commercial REIT's capital structure, DPU and debt expiry profile and the covenants and requirements associated with each financing option. For the avoidance of doubt, in the event that the Manager does not proceed with the Equity Fund Raising, Elite Commercial REIT will have sufficient internal resources and financing[1] to complete the Proposed Acquisition.

The Manager will announce the details of the Equity Fund Raising on the SGXNET at the appropriate time when it launches the Equity Fund Raising.

2.6 Use of Proceeds of the Equity Fund Raising

For illustrative purposes in this Circular, the Equity Fund Raising is assumed to raise gross proceeds of approximately £30.0 million. The Manager intends to utilise all of the net proceeds of the Equity Fund Raising to finance part of the Total Acquisition Outlay (save for the Acquisition Fee).

2.7 Consequential Adjustment to the Distribution Period and Status of New Units

Elite Commercial REIT's policy is to distribute its distributable income on a semi-annual basis to Unitholders.

However, pursuant to the Equity Fund Raising, the Manager may decide to make adjustments to the distribution period which may include, among others, a cumulative distribution, an advanced distribution or such other plans to ensure fairness to existing Unitholders holding Units on the day immediately prior to the date on which the New Units are issued pursuant to the Equity Fund Raising.

The New Units issued under the Equity Fund Raising, upon issue and allotment, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued under the Equity Fund Raising, other than in respect of the advanced distribution.

Further details pertaining to any adjustments to the distribution period, if any, and the status of the New Units issued pursuant to the Equity Fund Raising will be announced at the appropriate time.

1 The loan facilities are committed and undrawn at the moment.

2.8 Principal Terms of the Share Purchase Agreement

The principal terms of the Share Purchase Agreement include, among others, the following:

(i) the Share Purchase Agreement is subject to conditions precedent including but not limited to:

(a) Elite Commercial REIT having obtained the approval of the Unitholders for the Proposed Acquisition and the issuance of the Consideration Units;

(b) Elite Commercial REIT completing its fund raising to enable it to raise sufficient equity and debt in order to fund the Elite Buyer to complete its obligations under the Share Purchase Agreement; and

(c) receipt by the solicitors of the Elite Buyer of satisfactory due diligence search results or satisfactory placing of risk on indemnity insurance on terms satisfactory to the Elite Buyer (acting reasonably) providing for cover for any adverse matter up to Completion; and

(ii) part of the Purchase Consideration shall be satisfied on Completion by the issue of one or more series of promissory notes ("**Promissory Notes**")[1] for up to the value of £89.4 million[2], with the final value of the Promissory Notes to be issued determined based on the sole discretion of the Manager, in the following manner:

(a) the Elite Buyer shall issue to the Vendor on Completion the Promissory Notes; and

(b) the Vendor shall transfer the Promissory Notes to the Vendor Nominee, and Consideration Units shall be issued to the Vendor Nominee in full satisfaction of the Promissory Notes.

(See paragraph 3 for further details regarding the issuance of the Consideration Units.)

2.9 Property Manager in respect of the New Properties

The New Properties are currently managed by Elite Real Estate Services UK Limited pursuant to the terms of the property management agreements entered into between Elite Real Estate Services UK Limited and Elite UK Commercial Fund II (the "**Property Management Agreements**", each a "**Property Management Agreement**"). Upon completion of the Proposed Acquisition, Elite Real Estate Services UK Limited will continue to be the property manager in respect of the New Properties (the "**Property Manager**") and provide property management (including lease management) and marketing services in respect of the New Properties. As the Property Manager would be performing lease management services in relation to the New Properties, the Manager would not be receiving any lease management fees in relation to the New Properties for so long as the Property Management Agreements are in force. The Property Management Agreements are valid for a period of five years expiring in August 2025.

The Property Manager has outsourced some of the property management services in relation to the New Properties to Jones Lang LaSalle Limited. For the avoidance of

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1 It should be noted that the Promissory Notes is purely a mechanism to aid in the issuance of the Consideration Units given that the Elite Buyer, is not the entity issuing the Consideration Units (as such entity would be the Manager), and the Vendor is not the entity which is receiving the Consideration Units (as such entity would be the Vendor Nominee). The Promissory Note would be issued and redeemed on the same day.

2 The Promissory Notes will be used to pay the Purchase Consideration and part of the Existing Shareholders Loan.

doubt, the cost of such outsourcing of property management services will be borne by the Property Manager out of the fees payable to the Property Manager as set out below.

Pursuant to the Property Management Agreement, the Property Manager is entitled to be paid the following fees in relation to the relevant New Property:

(i) a property management fee of 2.0% per annum of the gross revenue income of the New Property;

(ii) a lease management fee of 1.0% per annum of the gross revenue income of the New Property;

(iii) market services commissions for procuring or renewing leases, which range from 0.5 to 2.0 months' gross revenue income of the New Property; and

(iv) a property management services fee for the development or redevelopment of the New Property, which ranges from 1.5% to 3.0% of the construction cost.

(See paragraph 5.3 below for further information on the IFA's opinion on the fees payable under the Property Management Agreements.)

As the Property Manager is a wholly-owned subsidiary of EPH, which is a "controlling shareholder" of the Manager as well as a sponsor of Elite Commercial REIT, for the purposes of Chapter 9 of the Listing Manual, the Property Manager is an "interested person" of Elite Commercial REIT.

In approving the Proposed Acquisition, Unitholders are deemed to have approved the Share Purchase Agreement, the Vendor's Loan and the Property Management Agreements and all other documents required to be executed or assigned by the parties in order to give effect to the Proposed Acquisition.

3. RESOLUTION 2: THE PROPOSED ISSUE OF CONSIDERATION UNITS

3.1 Proposed Issue of Consideration Units

The Manager proposes to issue Consideration Units up to the value of £89.4 million to the Vendor (or the Vendor Nominee) as consideration for the Proposed Acquisition.

The issue of Consideration Units will result in Elite Commercial REIT raising less equity from the market in the Equity Fund Raising, resulting in more certainty of completion of the Proposed Acquisition.

The number of Consideration Units to be issued would depend on the issue price of the Consideration Units and the net proceeds raised from the Equity Fund Raising. The aggregate number of Consideration Units to be issued will be derived in the following manner:

No. of Consideration Units = Y ÷ Consideration Unit Issue Price

Where:

"**Y**" means up to £89.4 million (as determined by the Manager in its sole discretion), being the portion of the Purchase Consideration due to the Vendor in Units.

"**Consideration Unit Issue Price**" means the price of each Consideration Unit computed based on:

(i) (in the event that no capital is raised from the Equity Fund Raising to finance the Proposed Acquisition) the VWAP Price, provided that in the event that:

    (a) the VWAP Price is less than 68 pence, the Consideration Unit Issue Price shall be 68 pence; and

(b) the VWAP Price is more than 76 pence, the Consideration Unit Issue Price shall be 76 pence.

(ii) (in the event that capital is raised from the Equity Fund Raising to finance the Proposed Acquisition) the issue price of the Units in such equity fund raising[1], provided that in the event that the issue price of the Units in such equity fund raising is more than 76 pence, the Consideration Unit Issue Price shall be 76 pence.

The Consideration Unit Issue Price range of between 68 pence and 76 pence has been selected on the basis that the initial public offering price was 68 pence and the highest the Units have been traded on the SGX-ST is 76 pence. In the event that there is no Equity Fund Raising, the Consideration Units will be issued at a minimum price of 68 pence (even if the VWAP Price is less than 68 pence).

The table below shows the highest the Units have been traded on a monthly basis since Elite Commercial REIT's initial public offering on 6 February 2020.

Month	Highest price (£)
Feb 2020	0.76
Mar 2020	0.74
Apr 2020	0.68
May 2020	0.68
Jun 2020	0.71
Jul 2020	0.70
Aug 2020	0.68
Sep 2020	0.66
Oct 2020	0.66
Nov 2020	0.65

Source: FactSet as at 16 November 2020

The Consideration Units, when issued, will be fully paid. The Consideration Units shall be issued on the date of Completion and the number of Consideration Units issued shall be rounded downwards to the nearest board lot.

Based on the Vendor's current intention, Elite UK Commercial Fund II, as the Vendor Nominee, will receive the Consideration Units issued pursuant to the Proposed Acquisition. Following receipt of the Consideration Units, Elite UK Commercial Fund II will do a distribution *in specie* of such Consideration Units to its investors, including PartnerRE[2]. PartnerRE has provided an undertaking to the Manager to restrict its dealing in the Units held by it following the distribution *in specie* of the Consideration Units in the manner as described in paragraph 6.1 below. (See paragraph 6.1 of the Letter to Unitholders for further details.)

3.2 Status of the Consideration Units

The Consideration Units will not be entitled to distributions by Elite Commercial REIT for the period preceding the date of issue of the Consideration Units, and will only be entitled to receive distributions by Elite Commercial REIT from the date of their issue

1 It is to be noted that pursuant to the Trust Deed, where Consideration Units are issued in conjunction with an equity fund raising exercise to raise funds for an acquisition, the Manager has discretion to determine that the issue price of the Consideration Unit shall be the same as the issue price for the units issued in conjunction with the equity fund raising.

2 PartnerRE is an indirect wholly-owned subsidiary of Exor N.V.. Exor N.V. is listed on the Milan Stock Exchange, and the companies it holds other than PartnerRE includes, Ferrari, Fiat, Juventus and The Economist. Exor N.V. is controlled by the Italian Agnelli family through their privately held company, Giovanni Agnelli B.V. (52.99% interest in EXOR N.V.). PartnerRE is a leading global diversified reinsurance firm A+/A1/A+ rated (S&P/Moody's/Fitch).

to the end of the financial half year in which the Consideration Units are issued, as well as all distributions thereafter. The Consideration Units will, upon issue, rank *pari passu* in all respects with the existing Units in issue as at the date of issue of the Consideration Units.

3.3 Requirement of Unitholders' Approval for the Proposed Issue of Consideration Units

The Manager is seeking Unitholders' approval for mandate to be given to the Manager to issue the Consideration Units pursuant to Rule 805(1) of the Listing Manual.

As the Vendor is held by a fund managed by EPC, which is in turn a wholly-owned subsidiary of EPH, and EPH is a controlling shareholder of the Manager as well as a sponsor of Elite Commercial REIT, the proposed issue of Consideration Units to the Vendor (or the Vendor Nominee) will constitute an "interested person transaction" under Chapter 9 of the Listing Manual and an "interested party transaction" under the Property Funds Appendix, in respect of which the approval of Unitholders is required.

Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the proposed issue of the Consideration Units to the Vendor (or the Vendor Nominee) pursuant to the Proposed Acquisition.

3.4 Advice of the Independent Financial Adviser

Pursuant to Rule 921(4) of the Listing Manual, the Manager has appointed Deloitte & Touche Corporate Finance Pte Ltd as the IFA to advise the Independent Directors, the non-independent director who is not interested in the matters relating to the Proposed Acquisition and the proposed issue of Consideration Units (being Mr Evan Cheah Yean Shin) (the "**Non-Interested Director**"), the Audit and Risk Committee and the Trustee in relation to the Proposed Acquisition and the proposed issue of Consideration Units. A copy of the letter from the IFA ("**IFA Letter**"), containing its advice in full, is set out in Appendix C of this Circular and Unitholders are advised to read the IFA Letter carefully.

Having considered the factors and the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the proposed issue of Consideration Units (being the subject of the proposed Whitewash Resolution) is fair and reasonable. Having considered the factors and the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the Whitewash Resolution (when considered in the context of the proposed issuance of Consideration Units) is fair and reasonable. (See paragraph 7 below for further details on the Whitewash Resolution.)

The IFA is of the opinion that the Independent Directors can recommend that Unitholders vote in favour of the resolution in connection with the issue of the Consideration Units to be proposed at the EGM.

4. RATIONALE FOR AND KEY BENEFITS OF THE PROPOSED ACQUISITION AND ISSUE OF CONSIDERATION UNITS

The Proposed Acquisition demonstrates the commitment of the Manager to execute its stated strategy for growth, by adding a portfolio of quality, predominantly UK Government-leased commercial assets to Elite Commercial REIT's portfolio.

The Manager believes that the Proposed Acquisition will bring the following key benefits to Unitholders:

4.1 Extends the REIT's exposure to UK sovereign credit, whilst diversifying occupier mix

(i) In line with the Manager's strategy, the New Properties are 99% leased to the UK Government[1], with a WALE of 7.4 years[2]

In line with the Manager's strategy, the New Properties are 98.8%[1] leased to the UK Government. The UK Government is rated AA (stable) by S&P (as affirmed in April 2020), justified by "its high income levels, its large diversified economy and financial sector, its developed product and labour markets, and the strength and independence of key institutions". This underscores the resilience of the cash flows from the New Properties even amidst the uncertainty resulting from COVID-19's impact on the UK economy. The Enlarged Portfolio inclusive of the New Properties have a WALE of 7.5 years[2].

(ii) The New Properties are 82% occupied by the DWP and 17% occupied by other UK Government occupiers[1]

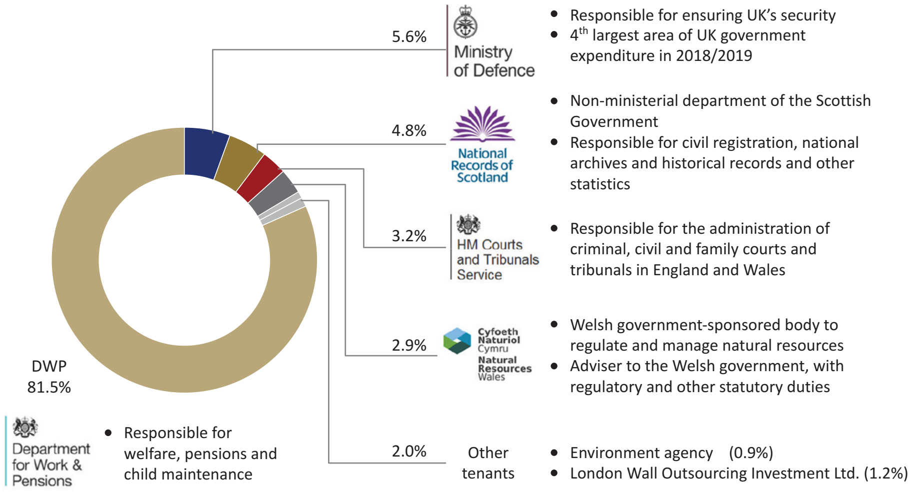
The New Properties also introduce new UK government occupiers to Elite Commercial REIT, diversifying its occupier base whilst maintaining its exposure to the high credit quality of the UK Government. New tenants include:

- UK Ministry of Defence, the fourth largest area of UK Government expenditure in FY2018/2019;
- National Records of Scotland, a non-ministerial department of the Scottish Government. It is responsible for civil registration, the census in Scotland, demography and statistics, family history and the national archives and historical records;
- HM Courts and Tribunals Service, responsible for the administration of criminal, civil and family courts and tribunals in England and Wales;
- Natural Resources Wales, the Welsh government-sponsored body in charge of regulating and managing natural resources; and
- Environment Agency, a non-departmental public body sponsored by the United Kingdom government's Department for Environment, Food and Rural Affairs. Its overall responsibility is the protection and enhancement of the environment in England.

1 By GRI

2 WALE of 7.4 years and weighted average lease to break of 4.4 years as at 14 August 2020, weighted by GRI. The existing REIT portfolio has a WALE of 7.6 years and weighted average lease to break of 4.1 years. The Enlarged Portfolio has a WALE of 7.5 years and weighted average lease to break of 4.2 years.

New Acquisitions tenant breakdown by Annual GRI(1)



Tenants in the New Properties	NIA (sqft)	% of NIA	GRI (£m)(1)	% of GRI
DWP(2)	1,070,509	81.9%	11.5	81.5%
Ministry of Defence	89,179	6.8%	0.8	5.6%
National Records of Scotland	54,622	4.2%	0.7	4.8%
HM Courts and Tribunals Service	37,649	2.9%	0.5	3.2%
Natural Resources Wales	33,749	2.6%	0.4	2.9%
Environment Agency	12,054	0.9%	0.1	0.9%
London Wall Outsourcing Investment. Ltd(3)	9,302	0.7%	0.2	1.2%
Total	**1,307,064**	**100.0%**	**14.1**	**100.0%**

Notes:
(1) Annual GRI
(2) Leased to the Secretary of State for Communities & Local Government; occupied by the DWP
(3) Non-UK government tenant lease assigned from Trillium (Prime) Property GB Ltd

4.2 Stable cashflows and CPI-linked growth from uniquely counter-cyclical occupier

(i) The New Properties provide stable cashflows and attractive yield amidst economic uncertainty

In response to COVID-19's impact on the economy, the Bank of England lowered its base rate by 65 bps in March 2020, from 0.75% to 0.10%. The UK Government's 10-year bond yield has also fallen approximately 45 bps from 0.62% to 0.17%, between Elite Commercial REIT's listing date on 6 February 2020 and 16 October 2020.

The Manager believes that the New Properties' stable cash flows, backed by the UK Government, are increasingly attractive in the context of this low interest rate environment.

In addition, 100% of the leases within the New Properties are on a full repairing and insuring ("**FRI**") basis, and 80% of the leases within the New Properties have CPI-linked rental escalations (cap and collared between 1% and 5%), contributing to Elite Commercial REIT's organic rental growth.

(ii) Increased unemployment has increased the long-term need for DWP and Jobcentre Plus locations

As a result of COVID-19, the number of people claiming unemployment benefits from the DWP increased – between March to August 2020, the UK unemployment claimant count for unemployment benefits increased by 2.2 times, from 1.2 million to 2.7 million.

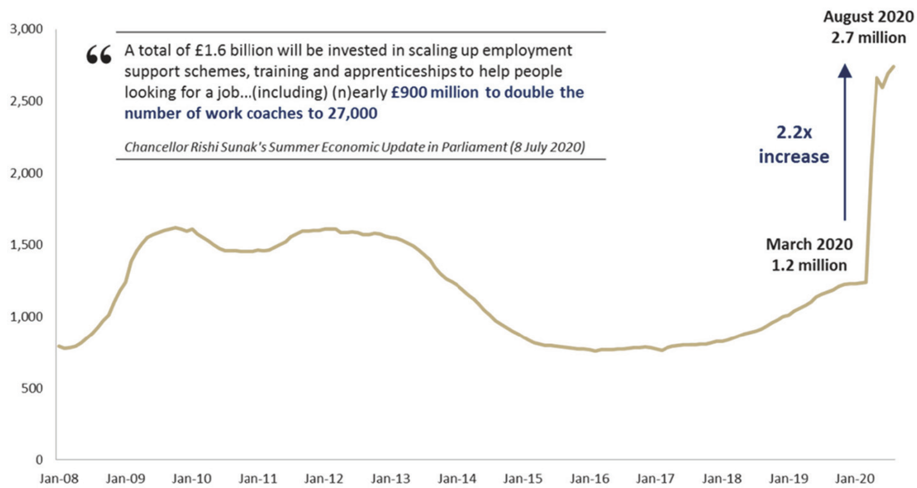
Separately, the transition period post the UK's withdrawal from the EU is set to end on 31 December 2020, with the impact of the changes starting from 1 January 2021.

The DWP, however, remains a key area of focus for the UK government, as additional funding for the DWP was announced as part of the UK government's Spending Review 2020 in November. The UK government announced £3.6 billion of additional funding in 2021-22 for DWP to deliver labour market support including funding for:

- the new 3-year long £2.9 billion Restart programme to provide intensive and tailored support to over 1 million unemployed people and help them find work;
- work search support measures announced in the Plan for Jobs – In July 2020, as announced by the UK Chancellor of the Exchequer Rishi Sunak in July 2020, announced that £1.6 billion will be invested into scaling up employment support schemes, including nearly £900 million to approximately double the number of work coaches (JobCentre Plus staff) to from 13,000 to 27,000;
- the £2 billion Kickstart Scheme to create hundreds of thousands of new, fully subsidised jobs for young people across the country. To date, tens of thousands of Kickstart jobs have been created. This settlement confirms funding for over 250,000 Kickstart jobs.

The Manager believes this will further increase the usage and central importance of properties leased to DWP, thereby reducing the re-leasing risk of both Elite Commercial REIT's existing assets as well as that of the New Properties.

UK unemployment claimant count (Jan 2008 – Aug 2020) ('000 claimants)



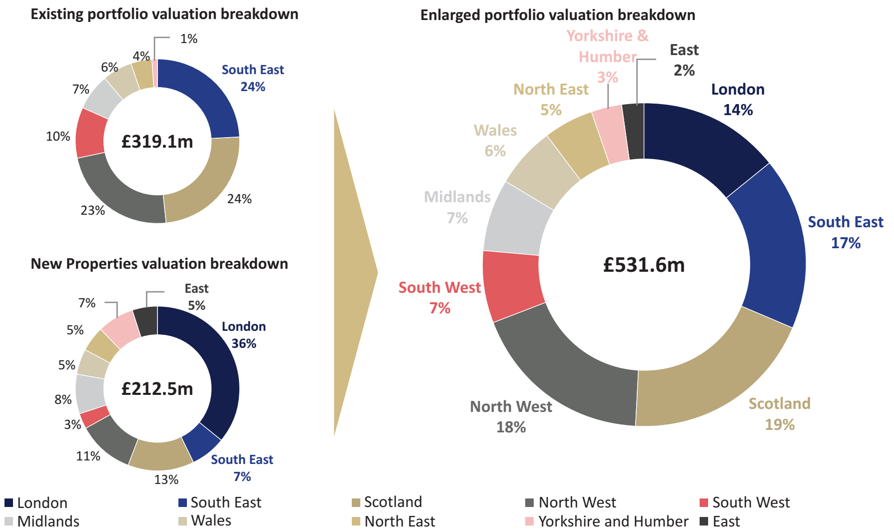
4.3 Increased exposure to London

(i) 36% of the New Properties are located in London[1], bringing London's overall contribution to Elite Commercial REIT's portfolio to 14%[2]

The 58 New Properties have a total valuation of £212.5 million (based on Collier's valuation) as of 14 August 2020 and is geographically diversified across the UK, with a strong concentration of assets in London. London properties represent 35.9% of the New Properties by valuation, while properties in Scotland and the North West account for 13.0% and 11.3% respectively. Assets in other regions, including the South East, the South West, Midlands, Wales, the North East, Yorkshire and Humber and the East, comprise the remaining 39.8% of the valuation of the New Properties. In particular, the portfolio also includes assets located in other major UK cities including Manchester, Edinburgh, Liverpool and Cardiff.

From January 2020 to August 2020, London saw its number of Universal Credit claimants (which includes unemployment claimants as well as other claimants) increase by 128.8%, the highest of any other region in the UK, thereby underpinning the continued need for Jobcentres and DWP in London.

Portfolio valuation breakdown by region



(ii) London properties have higher potential for rental and capital growth, as well as redevelopment

London is the UK's capital, largest city and economic engine. The Manager believes that London has the most liquid real estate investing and office leasing market, with the largest pool of potential tenants in the UK. The Manager further believes this could lead to attractive rental and capital growth rates for its London properties, as well as strong re-leasing opportunities, which would in turn benefit Elite Commercial REIT's long-term rental and capital growth profile.

According to Colliers, London office properties have demonstrated strong capital value growth relative to the UK average over the last 10 years from 2010-2019, with the average capital value increase across all UK offices at 5.4%, compared to the 7.7% increase in the City of London, and 8.1% in London West-End.

1 By valuation, based on the New Properties' valuation by Colliers as of 14 August 2020.

2 Based on the valuation of the New Properties by Colliers mentioned in the footnote above and the valuation of the Existing Portfolio by Colliers. Colliers are of the opinion that the aggregate market value, as at 31 August 2019, of the Existing Portfolio is £319,055,000. The same values have been reconfirmed by the valuer as of 31 December 2019.

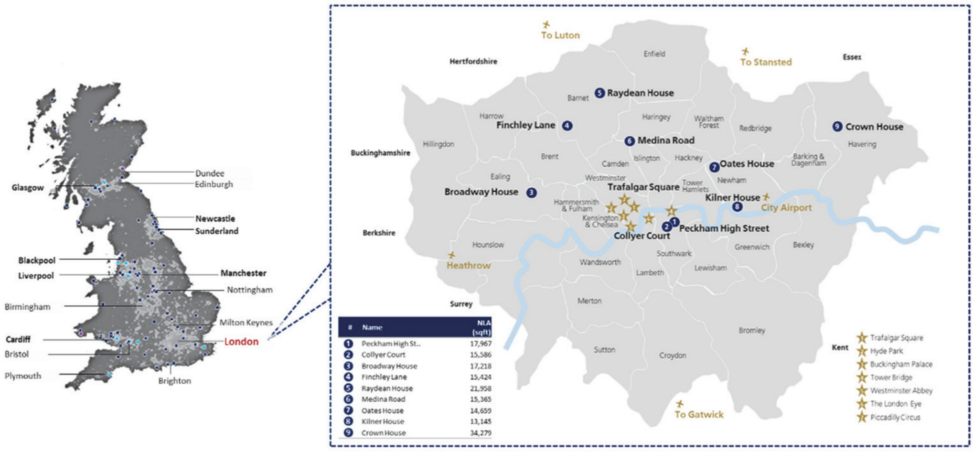
The Manager believes that the New Properties located in London will also benefit from strong redevelopment potential as a result of their good locations. In particular, the assets located in affluent areas close to Central London have a strong potential for change of use or redevelopment into higher density schemes.

The New Properties located in London are also 100% freehold, thereby ensuring the long-term capital growth potential of the assets.

New Properties located in London

Name	Address	Location	Zone
Medina Road	52-53 Medina Road, Finsbury Park, N7 7JX	15min walk to Arsenal's Emirates Stadium. 7 min walk to Finsbury Park Station, 7 min to King's Cross Station	Zone 2
Oates House	Oates House, 1 Tramway Avenue, Stratford, E15 4PN	Opposite Westfield Stratford and Stratford Station (17min to Liverpool Street Station)	Zone 2
Kilner House	Kilner House, 197-199 Freemasons Road, Canning Town, E16 3PD	Approximately 2 miles to London City Airport	Zone 2
Collyer Court	Collyer Court, Collyer Place, Peckham, SE15 5DL	Along the high street in Peckham, 29min to Charing Cross Station	Zone 2
Peckham High Street	Peckham High Street, 24-26 High Street, Peckham, SE15 5DS	Along the high street of Peckham, 29min to Charing Cross Station	Zone 2
Broadway House	Broadway House, 86-92 Uxbridge Road, Ealing, W13 8RA	Along the high street of West Ealing, 10min to Paddington Station	Zone 3
Finchley Lane	10 Finchley Lane, Hendon, NW4 1DP	Close to Middlesex University and Hendon Central Station, 19min from King's Cross Station	Zone 3
Raydean House	Raydean House, 15-17 Western Parade, Barnet, EN5 1AH	Along the high street in High Barnet, 29min to King's Cross Station	Zone 5
Crown House	Crown House, 30 Main Road, Romford, RM1 3HH	32min to Liverpool Street Station	Zone 6

Map of Greater London



Case study – Medina Road

For example, the asset located at 52-53 Medina Road, Finsbury Park, is located just a 7 minute commute away from London King's Cross, just 0.3 miles from Finsbury Park underground, and 0.7 miles away from Arsenal Football Club's Emirates Stadium. The property's excellent connectivity, coupled with its closed proximity to local retail and leisure amenities provides it with strong re-leasing potential as well as redevelopment potential.

52-53 Medina Road (Finsbury Park N7 7JX)

Property details

NLA	15,365 sqft
Site area	0.21 ha
Tenure	Freehold
Passing rent	£18.0 psf pm
London Travel Zone	Zone 2
Specifications	Suspended ceilings, CAT II recessed lighting, solid floors, air conditioning (in part), passenger lift, EPC rating D(87)

- **0.3 miles** to Finsbury Park - Piccadilly underground(1)
- **0.7 miles** to Arsenal's Emirates Stadium(2)
- **7 mins** to London King's Cross (from Finsbury Park rail station)

Notes:
(1) 0.5km
(2) 1.1km

Case study – Oates House

Another example of an asset with strong re-leasing potential and redevelopment potential is the Oates House asset located at 1 Tramway Avenue, in Stratford. The property has excellent connectivity and is accessible by underground and rail services to Stratford station located just 0.4 miles away. Further improving the strategic connectivity of the property is the pending opening of the new Stratford station of the Crossrail service (Elizabeth Line). The Crossrail service currently under development, will run from Reading and Heathrow in the west through London, across to Shenfield and Abbey Wood in the east, further improving rail connectivity. The property is also conveniently located near to London City Airport, just 3.8 miles away.

Oates House, 1 Tramway Avenue, London, E15 4PN

Property details	
NLA	14,659 sqft
Site area	0.07 ha
Tenure	Freehold
Passing rent	£24.0 psf pm
London Travel Zone	Zone 2/3
Specifications	Suspended ceilings, CAT II recessed lighting, raised floors, air conditioning, passenger lift, EPC rating D(95)

- **0.4 miles** to Stratford – Central & Jubilee underground(1)
- **3.8 miles** to London City Airport(2)
- **New Crossrail Service** – expected to open in 2022

Notes:
(1) 0.6km
(2) 6.1km

(iii) In addition to London, the portfolio also includes assets located in other major UK cities including Manchester, Edinburgh, Liverpool and Cardiff

In addition to the new properties added in London, the portfolio also adds geographically diversified assets located in major English cities including Manchester and Liverpool, as well as Edinburg and Cardiff, the respective capitals of Scotland and Wales.

4.4 Increases size, market cap free float and liquidity

(i) 67% increase in portfolio valuation

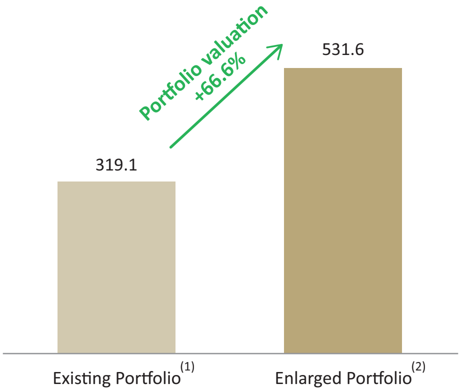
The Proposed Acquisition will increase the number of assets in Elite Commercial REIT's portfolio by 59.8% and its portfolio valuation by 66.6%, from £319.1 million[1] to £531.6 million[2] as of 14 August 2020. It will also result in a 59.1% increase in NPI. The Managers believe that an increase in the size, number of assets and income of Elite Commercial REIT will diversify its asset base and further contribute to its stability.

1 Colliers are of the opinion that the aggregate market value, as at 31 August 2019, of the Existing Portfolio is £319,055,000. The same values have been reconfirmed by the valuer as of 31 December 2019.

2 Comprising valuations of the Existing Portfolio as described in footnote (1) above and valuations of the New Properties by Colliers

The increased portfolio size will also increase Elite Commercial REIT's debt headroom, increasing its scope to pursue further accretive acquisitions.

Portfolio Valuation (£m)



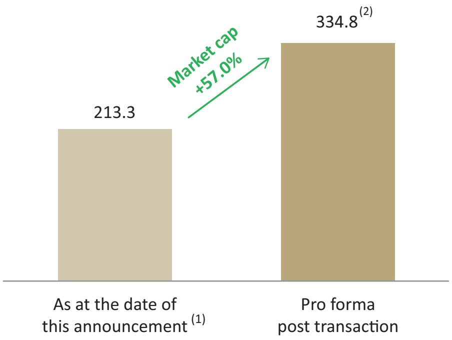
Notes:

(1) Colliers are of the opinion that the aggregate market value, as at 31 August 2019, of the Existing Portfolio is £319,055,000. The same values have been reconfirmed by the valuer as of 31 December 2019.

(2) Based on New Properties' valuation by Colliers as of 14 August 2020 and the valuation of the Existing Portfolio as described in note (1) above.

(ii) 57% increase in market capitalisation

Market capitalisation (£m)



Notes:

(1) Market capitalisation based on Elite Commercial REIT's weighted average price of £0.6398 on the market day preceding the date of the Share Purchase Agreement.

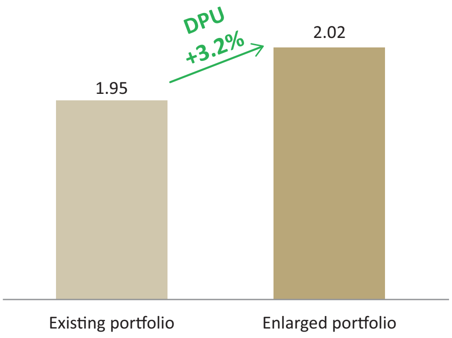
(2) Assuming the Consideration Units are issued at an Issue Price of £0.68. The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming this is funded by a drawdown of loan facilities and the Vendor's Loan totalling £125.5 million, the pro forma market capitalisation post transaction will be £304.9 million, an increase of 42.9% compared to the market capitalisation as of the Latest Practicable Date. The above is purely for illustrative purposes only and depending on the market conditions, the proportion of debt and equity funding may differ which may in turn affect the financial effects of the Proposed Acquisition stated above.

4.5 DPU accretive, with attractive yields relative to Existing Portfolio

(i) 3.2% DPU accretion

3.2% DPU accretion, from 1.95 pence to 2.02 pence, assuming the transaction is financed through the issuance of Consideration Units and with a £30m Equity Fund Raising[1].

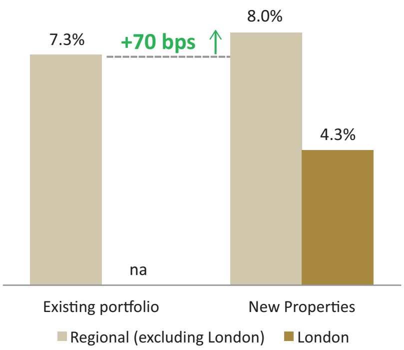
Pro forma DPU (pence) (6 Feb 2020 – 30 June 2020)



(ii) Attractive rental yields relative to Existing Portfolio

The Existing Portfolio provides a rental yield of 7.3% but the Existing Portfolio does not include any properties located in London. The New Properties' portfolio provides a rental yield of 8.0% when the London properties are excluded. On a direct comparison basis, the New Properties provide an average of 70 bps higher rental yield to the Existing Portfolio. The New Properties' London assets provide a rental yield of 4.3%[2] and account for 36% of the New Properties' portfolio.

Existing Portfolio vs New Properties rental yield(1) (%)



Notes:

(1) Rental yield based on GRI per annum divided by portfolio valuation by Colliers

4.6 Rationale for the Issue of Consideration Units

The issue of Consideration Units will align the interests of EPH with that of Elite Commercial REIT and its Unitholders, as the Vendor is held by a fund managed by a wholly-owned subsidiary of EPH (being EPC) and EPH is a "controlling shareholder" of the Manager as well as a sponsor of Elite Commercial REIT. This also demonstrates EPH's commitment to support Elite Commercial REIT's growth strategy.

The issue of Consideration Units will also result in Elite Commercial REIT raising less equity from the market in the Equity Fund Raising, resulting in more certainty of

1 The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming this is funded by a drawdown of loan facilities and the Vendor's Loan totalling £125.5 million, the DPU accretion will be 8.3%. The above is purely for illustrative purposes only and depending on the market conditions, the proportion of debt and equity funding may differ which may in turn affect the financial effects of the Proposed Acquisition stated above.

2 Rental yield based on GRI per annum divided by valuation.

completion of the Proposed Acquisition. Furthermore, Elite UK Commercial Fund II (being the Vendor's nominee) will, following receipt of the Consideration Units, do a distribution *in specie* of such Consideration Units to its investors including PartnerRE[1]. PartnerRE has provided an undertaking to the Manager to restrict its dealing in the Units held by it following the distribution *in specie* of the Consideration Units in the manner as described in paragraph 3.2 of the Letter to Unitholders.

As the part payment to Vendor in the form of Units will only be issued on the date of Completion, there will be no impact on the DPU for the period from the date of the Share Purchase Agreement to the date of issue of the Consideration Units.

5. DETAILS AND FINANCIAL INFORMATION OF THE PROPOSED ACQUISITION

5.1 Pro Forma Financial Effects of the Proposed Acquisition

The pro forma financial effects of the Proposed Acquisition presented below are strictly for illustrative purposes. Given that Elite Commercial REIT was only listed on 6 February 2020, it does not have any audited financial statements. Accordingly, the pro forma financial effects of the Proposed Acquisition were prepared based on the unaudited financial statements of Elite Commercial REIT (the "**1H2020 Unaudited Financial Statements**") and the Target SPVs for the financial period from 6 February 2020 to 30 June 2020, and assuming that:

- the restructuring of the Target SPVs, which included the disposal of four properties to a related company of the Vendor, was completed prior to their acquisition by Elite Commercial REIT;
- the Proposed Acquisition took place on 6 February and the New Properties were held for the financial period from 6 February 2020 to 30 June 2020; and
- the Target SPVs had entered into the Property Management Agreements with Elite Real Estate Services UK Limited on 6 February 2020.

In addition, the following table sets out the key assumptions in respect of how the Total Acquisition Outlay would be financed.

£'million unless otherwise stated	
Financing(1)	
Internal resources	1.0
Borrowings(2)	96.0
Consideration Units(3)	89.4
Acquisition Fee Units(4)	2.1
Equity Fund Raising(3)	30.0
Number of Units Issued (million)	179
Total Acquisition Outlay	
Total consideration(5)	212.5
Acquisition Fee(4)	2.1
Professional fees and expenses(6)	3.8

1 PartnerRE is an indirect wholly-owned subsidiary of Exor N.V.. Exor N.V. is listed on the Milan Stock Exchange, and the companies it holds other than PartnerRE includes, Ferrari, Fiat, Juventus and The Economist. Exor N.V. is controlled by the Italian Agnelli family through their privately held company, Giovanni Agnelli B.V. (52.99% interest in EXOR N.V.). PartnerRE is a leading global diversified reinsurance firm A+/A1/A+ rated (S&P/Moody's/Fitch).

Notes:

(1) The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming this is funded by a drawdown of loan facilities and the Vendor's Loan totalling £125.5 million, and by the issue of Consideration Units and Acquisition Fee Units amounting to £89.4 million and £2.1 million respectively, the number of Units issued will be 135 million. The above is purely for illustrative purposes only and depending on the market conditions, the proportion of debt and equity funding may differ which may in turn affect the financial effects of the Proposed Acquisition stated above.

(2) Comprising external bank loans.

(3) Assuming Consideration Units and New Units issued under the Equity Fund Raising are issued at an Illustrative Price of £0.68.

(4) Issued at an Illustrative Price of £0.68

(5) Comprising Purchase Consideration of £58.5 million, Existing Shareholders' Loan of £40.2 million and External Bank Loan of £113.8 million.

(6) Such fees and expenses include due diligence costs, equity fund raising costs and acquisition costs such as legal expenses, loan related expenses, expenses relating to the appointment of the independent financial adviser and other professional costs.

5.1.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSE ONLY:

The pro forma financial effects of the Proposed Acquisition on Elite Commercial REIT's DPU for the financial period from 6 February 2020 to 30 June 2020, as if the Proposed Acquisition was completed on 6 February 2020 (being the listing date of Elite Commercial REIT) and Elite Commercial REIT held and operated the New Properties through to 30 June 2020, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition(1)(2)
Distributable Income (£'000)	6,517(3)	10,345
Issued Units (million)	333(4)	512
DPU (pence)	1.95	2.02
Annualised DPU Accretion (%)	-	3.2
Annualised DPU Yield based on Illustrative Price (%)	7.2	7.5

Notes:

(1) Assuming that the Consideration Units and the New Units issued pursuant to the Equity Fund Raising are issued at an Illustrative Price of £0.68.

(2) The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming this is funded by a drawdown of loan facilities and the Vendor's Loan totalling £125.5 million, and assuming interest of 2.5% and 7.0% per annum is incurred on the External Bank Loan and Vendor's Loan respectively, the Distributable Income will be £9.9 million, the number of issued Units will be 468 million, the DPU will be 2.12 pence, the Annualised DPU Accretion will be 8.3% and the Annualised DPU yield based on Illustrative Price will be 7.8%. The above is purely for illustrative purposes only and depending on the market conditions, the proportion of debt and equity funding may differ which may in turn affect the financial effects of the Proposed Acquisition stated above.

(3) Based on the distributable income for the period from 6 February 2020 (being the listing date of Elite Commercial REIT) to 30 June 2020 as stated in the 1H2020 Unaudited Financial Statements.

(4) Number of issued and issuable Units entitled to distribution as at 30 June 2020 as stated in the 1H 2020 Unaudited Financial Statements.

5.1.2 **Pro Forma NAV**

FOR ILLUSTRATIVE PURPOSE ONLY:

The pro forma financial effects of the Proposed Acquisition on the NAV per Unit as at 30 June 2020, as if the Proposed Acquisition was completed on 30 June 2020, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition(1)(2)
NAV (£'000)	203,225(3)	313,398(4)
Issued Units (million)	333(5)	512
NAV per Unit (£)	0.61	0.61

Notes:

(1) Assuming that the Consideration Units and the New Units issued pursuant to the Equity Fund Raising are issued at an Illustrative Price of £0.68.

(2) The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming this is funded by a drawdown of loan facilities and the Vendor's Loan totalling £125.5 million, and assuming interest of 2.5% and 7.0% per annum is incurred on the External Bank Loan and Vendor's Loan respectively, the NAV will be £283.8 million, the number of issued Units will be 468 million and the NAV per Unit will be £0.61. The above is purely for illustrative purposes only and depending on the market conditions, the proportion of debt and equity funding may differ which may in turn affect the financial effects of the Proposed Acquisition stated above.

(3) Based on the NAV as at 30 June 2020 as set out in the 1H2020 Unaudited Financial Statements and the properties in the Existing Portfolio are stated at their fair values based on the average of the valuations of the properties by Colliers and Knight Frank LLP as at 31 August 2019 based on the price that would be received for the sale of each Property, in accordance with the relevant accounting standard.

(4) Based on the NAV as described in note (3) above and the New Properties are stated at their fair values based on the valuations of the New Properties of £203.4 million by Colliers as at 14 August 2020 based on the price that would be received for the sale of each New Property, in accordance with the relevant accounting standard.

(5) Based on the number of issued and issuable Units entitled to distribution as at 30 June 2020 as stated in the 1H 2020 Unaudited Financial Statements.

5.1.3 **Aggregate Leverage**

FOR ILLUSTRATIVE PURPOSE ONLY:

The pro forma financial aggregate leverage of Elite Commercial REIT as at 30 June 2020, assuming that the Proposed Acquisition, issue of the Consideration Units, issue of the New Units under the Equity Fund Raising, issue of the Acquisition Fee Units and drawdown of loan facilities were completed on 30 June 2020, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition(1)(2)
Aggregate Leverage (pro forma as at 30 June 2020)	32.6%(2)	37.7%(3)

Notes:

(1) Assuming that the Consideration Units and the New Units issued pursuant to the Equity Fund Raising are issued at an Illustrative Price of £0.68.

(2) The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming this is funded by a drawdown of loan facilities and the Vendor's Loan totalling £125.5 million, the aggregate leverage will be 43.3%. The above is purely for illustrative purposes only and depending on the market conditions, the proportion of debt and equity funding may differ which may in turn affect the financial effects of the Proposed Acquisition stated above.

(3) As stated in the 1H Unaudited Financial Statements and the properties in the Existing Portfolio are stated at their fair values based on the average of the valuations of the properties by Colliers and

Knight Frank LLP as at 31 August 2019 based on the price that would be received for the sale of each Property, in accordance with the relevant accounting standard. The same values have been reconfirmed by both valuers as of 31 December 2019.

(4) Based on the Aggregate Leverage as described in note (3) above and the New Properties are stated at their fair values based on the valuations of the New Properties of £203.4 million by Colliers as at 14 August 2020 based on the price that would be received for the sale of each New Property, in accordance with the relevant accounting standard.

5.2 Requirement of Unitholders' Approval

5.2.1 Discloseable Transactions

Chapter 10 of the Listing Manual governs the acquisition or disposal of assets, including options to acquire or dispose of assets, by Elite Commercial REIT. Such transactions are classified into the following categories:

(a) non-discloseable transactions;

(b) discloseable transactions;

(c) major transactions; and

(d) very substantial acquisitions or reverse takeovers.

A transaction by Elite Commercial REIT may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

(i) the NAV of the assets to be disposed of, compared with Elite Commercial REIT's NAV;

(ii) the net profits attributable to the assets acquired, compared with Elite Commercial REIT's net profits;

(iii) the aggregate value of the consideration given, compared with Elite Commercial REIT's market capitalisation; and

(iv) the number of Units issued by Elite Commercial REIT as consideration for an acquisition, compared with the number of Units previously in issue.

5.2.2 Relative figures computed on the bases set out in Rule 1006

The relative figures for the Proposed Acquisition using the applicable bases of comparison described in paragraphs 5.2.1(ii), (iii) and (iv) above are set out in the table below.

Comparison of:	The Proposed Acquisition(7)	Elite Commercial REIT	Relative figure (%)
Net property income (£' million)(1)	5.4(2)	9.1(3)	59.1%
Consideration and market capitalisation (£' million)	212.5	213.3(4)	99.6%
Consideration Units and number of Units (million)	179	333(5)	53.6%(6)

Notes:

(1) In the case of a REIT, the NPI is a close proxy to the net profits attributable to its assets.

(2) Based on existing leases of the New Properties for the period from 6 February 2020 to 30 June 2020.

(3) Based on the 1H2020 Unaudited Financial Statements.

(4) Market capitalisation based on Elite Commercial REIT's weighted average price of £0.6398 on the market day preceding the Share Purchase Agreement.

(5) Total number of Units in issue and issuable as at 30 June 2020 as stated in the 1H 2020 Unaudited Financial Statements.

(6) The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For illustrative purposes only, assuming this is funded by a drawdown of loan facilities and the Vendor's Loan totalling £125.5 million, and by the issue of Consideration Units and Acquisition Fee Units amounting to £89.4 million and £2.1 million respectively, the number of Units issued will be 135 million and the relative figure will be 40.4%. The above is purely for illustrative purposes only and depending on the market conditions, the proportion of debt and equity funding may differ which may in turn affect the relative figures stated above.

(7) Assuming the Proposed Acquisition is financed through the issuance of Consideration Units and with a £30.0 million Equity Fund Raising.

The Manager is of the view that the Proposed Acquisition is in the ordinary course of Elite Commercial REIT's business as it is within the investment policy of Elite Commercial REIT and does not change the risk profile of Elite Commercial REIT. That said, the Proposed Acquisition constitutes an "interested person transaction" under Chapter 9 of the Listing Manual, as well as an "interested party transaction" under the Property Funds Appendix, in respect of which specific approval of Unitholders is required.

5.2.3 Interested Person Transaction pursuant to the Listing Manual and Interested Party Transaction pursuant to the Property Funds Appendix

Under Chapter 9 of the Listing Manual, where Elite Commercial REIT proposes to enter into a transaction with an interested person (as defined in the Listing Manual) and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S$100,000, with the same interested person during the same financial year) is equal to or exceeds 5% of Elite Commercial REIT's latest audited net tangible assets ("**NTA**"), Unitholders' approval is required in respect of the transaction.

In addition, Paragraph 5 of the Property Funds Appendix imposes a requirement for Unitholders' approval for an interested party transaction by Elite Commercial REIT whose value exceeds 5% of Elite Commercial REIT's latest audited NAV.

As Elite Commercial was only listed on 6 February 2020, it does not have any audited financial statements. Based on the 1H2020 Unaudited Financial Statements, the NTA and NAV of Elite Commercial REIT was £203.2 million respectively as at 30 June 2020. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by Elite Commercial REIT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S$100,000) entered into with the same interested person during the current financial year, equal to or in excess of £10.2 million, such a transaction would be subject to Unitholders' approval.

As at date of this Circular, EPH holds an interest in 68.0% of the total number of issued shares in the Manager and is accordingly a "controlling shareholder" of the Manager. As such, EPH is considered (under Chapter 9 of the Listing Manual) an "interested person" and (under the Property Funds Appendix) an "interested party".

As the Vendor is held by Elite UK Commercial Fund II, which is managed by a wholly-owned subsidiary of EPH (being EPC), and EPH is in turn a controlling shareholder of the Manager as well as a sponsor of Elite Commercial REIT, the Proposed Acquisition between Elite Commercial REIT and the Vendor (being a fund indirectly managed by EPH) will constitute an "interested person transaction" as defined under Chapter 9 of the Listing Manual and an "interested party transaction" as defined under the Property Funds Appendix.

Further, the Vendor's Loan extended by the Vendor (being a fund indirectly managed by EPH) to Elite Commercial REIT will constitute an "interested person transaction" as defined under Chapter 9 of the Listing Manual.

As the Property Manager is a wholly-owned subsidiary of EPH, which is a "controlling shareholder" of the Manager as well as a sponsor of Elite Commercial REIT, for the purposes of Chapter 9 of the Listing Manual, the Property Manager is an "interested person" of Elite Commercial REIT. Accordingly, the Property Management Agreements with the Property Manager will constitute an "interested person" transaction as defined under Chapter 9 of the Listing Manual.

Given that the aggregate of the Purchase Consideration, the Existing Shareholders' Loans and the External Bank Loan is estimated to be approximately £212.5 million and the value of the Property Management Agreements is estimated to be approximately £2.1 million and the 7% interest on the Vendor's Loan (of £10 million) is estimated to be approximately £0.7 million (constituting 106.0% of the NTA and NAV respectively of Elite Commercial REIT as at 30 June 2020), the value of the Proposed Acquisition itself exceeds the said thresholds. Therefore, the approval of Unitholders would be required in relation to the Proposed Acquisition pursuant to Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, respectively.

As at the date of this Circular, other than the Proposed Acquisition, the Vendor's Loan and the Property Management Agreements, Elite Commercial REIT has not entered into any interested person transactions during the course of the current financial year.

5.3 Advice of the Independent Financial Adviser

Pursuant to Rule 921(4) of the Listing Manual, the Manager has appointed the IFA to advise the Independent Directors, the Non-Interested Director, the Audit and Risk Committee and the Trustee in relation to the Proposed Acquisition. A copy of the IFA Letter, containing its advice in full, is set out in Appendix C of this Circular and Unitholders are advised to read the IFA Letter carefully.

Having considered the factors and the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the Proposed Acquisition (including the Vendor's Loan, which is put in place to ensure certainty of completion of the Proposed Acquisition) is based on normal commercial terms and is not prejudicial to the interests of Elite Commercial REIT and its minority Unitholders. In relation to the Property Management Agreements, the IFA is of the opinion that the fees payable under the Property Management Agreements are in line with market practice.

The IFA is of the opinion that the Independent Directors and the Non-interested Director can recommend that Unitholders vote in favour of the resolution in connection with the Proposed Acquisition to be proposed at the EGM.

6. RESOLUTION 3: THE PROPOSED TRANSFER OF A CONTROLLING INTEREST TO ELITE UK COMMERCIAL FUND II AS A RESULT OF THE ISSUE OF CONSIDERATION UNITS

6.1 Transfer of Controlling Interest to Elite UK Commercial Fund II

Assuming that the Proposed Acquisition (Resolution 1) and the proposed issue of Consideration Units (Resolution 2) are approved by Unitholders at the EGM, the

Consideration Units will be issued to the Vendor (or the Vendor Nominee) on completion of the Proposed Acquisition.

Based on the Vendor's current intention, Elite UK Commercial Fund II, as the Vendor Nominee, will receive the Consideration Units issued pursuant to the Proposed Acquisition. Following receipt of the Consideration Units, Elite UK Commercial Fund II will do a distribution *in specie* of such Consideration Units which would result in the largest investor of Elite UK Commercial Fund II, being PartnerRE[1], holding up to 24% of the Units in issue.[2] Each of the remaining investors of Elite UK Commercial Fund II will, upon receipt of its respective proportion of Consideration Units, hold less than 5% of the Units in issue. All the investors of Elite UK Commercial Fund II, including PartnerRE, are unrelated parties of Elite Commercial REIT, the Manager and EPH.

PartnerRE has provided an undertaking to the Manager to restrict its dealing in the Units held by it following the distribution *in specie* of the Consideration Units in relation to 100% of the Units held by it during the period commencing from its receipt of Consideration Units until the date falling six months after the date of receipt of Consideration Units (both dates inclusive) and 50% of the Units held by it from the day immediately following the end of the First Lock-up Period until the date falling six months after the First Lock-up Period (both dates inclusive).

Based on an Illustrative Price of £0.68 per Consideration Unit and assuming 100% of the Purchase Consideration is satisfied with the issue of Consideration Units, the aggregate unitholding of Elite UK Commercial Fund II will increase from 0% to approximately 25%, immediately after the issue of the Consideration Units. Elite UK Commercial Fund II will thus become a controlling Unitholder by its receipt of the Consideration Units, in respect of which approval of Unitholders is required pursuant to Rule 803 of the Listing Manual.

6.2 Rationale for seeking Unitholders' Approval

Rule 803 of the Listing Manual states as follows:

"*An issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting.*"

A "**controlling unitholder**" is a person who:

(a) holds directly or indirectly 15.0% or more of the total number of issued units excluding treasury shares in the REIT; or

(b) in fact exercises control over the REIT.

Pursuant to Rule 803 of the Listing Manual, an issue of securities to a person resulting in that person becoming a controlling Unitholder requires the approval of Unitholders at a general meeting of Unitholders.

As stated above, Elite UK Commercial Fund II may, as a result of receiving the Consideration Units as Vendor Nominee, hold 15.0% or more of the total number of Units in issue immediately following the completion of the Proposed Acquisition and issue of Consideration Units pursuant thereto. (See paragraph 9 below for further details of the change in substantial unitholding in Elite Commercial REIT after the Proposed Acquisition and issuance of Consideration Units.)

1 PartnerRE is an indirect wholly-owned subsidiary of Exor N.V.. Exor N.V. is listed on the Milan Stock Exchange, and the companies it holds other than PartnerRE includes, Ferrari, Fiat, Juventus and The Economist. Exor N.V. is controlled by the Italian Agnelli family through their privately held company, Giovanni Agnelli B.V. (52.99% interest in EXOR N.V.). PartnerRE is a leading global diversified reinsurance firm A+/A1/A+ rated (S&P/Moody's/Fitch).

2 For illustrative purposes only, assuming that the Total Acquisition Outlay (save for the Acquisition Fee) is funded by a £30.0 million Equity Fund Raising, PartnerRE will hold approximately 21% of the Units in issue upon receipt of the Consideration Units.

Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units pursuant to the Proposed Acquisition.

7. RESOLUTION 4: THE PROPOSED WHITEWASH RESOLUTION

7.1 Rule 14 of the Code

The Manager is seeking approval from the Independent Unitholders for a waiver of their right to receive a Mandatory General Offer from Elite UK Commercial Fund II, in the event that they incur an obligation to make a Mandatory General Offer as a result of:

(i) the receipt by the Vendor (or the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units.

Upon the occurrence of the events set out in sub-paragraphs 7.1(i) and (ii) above, Elite UK Commercial Fund II and its Concert Parties may possibly end up acquiring units which exceeds the threshold pursuant to rule 14.1(a) of the Code.

Rule 14.1(a) of the Code states that Elite UK Commercial Fund II and its Concert Parties would be required to make a Mandatory General Offer, if Elite UK Commercial Fund II and its Concert Parties, acquires whether by a series of transactions over a period of time or not, Units which (taken together with the Units held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights of Elite Commercial REIT.

Unless waived by the SIC, pursuant to Rule 14.1(a) of the Code, Elite UK Commercial Fund II and its Concert Parties would then be required to make a Mandatory General Offer. The SIC has granted this waiver on 27 November 2020 subject to, *inter alia*, Resolution 4 (the proposed Whitewash Resolution) being approved by Independent Unitholders at the EGM.

To the best of the knowledge of the Manager and the Vendor, Elite UK Commercial Fund II and its Concert Parties hold, in aggregate, 28.4% of the voting rights of Elite Commercial REIT as at the Latest Practicable Date.

The maximum possible increase in the unitholdings of Elite UK Commercial Fund II and its Concert Parties would occur in the scenario where (i) the Vendor (or the Vendor Nominee) receives Consideration Units and (ii) the Manager receives its full entitlement to the Acquisition Fee in Units. Based on an Illustrative Price of £0.68 per Consideration Unit and assuming 100% of the Purchase Consideration is satisfied with the issue of Consideration Units, the aggregate unitholding of Elite UK Commercial Fund II and its concert parties will increase from 28.4% to 48.9%, immediately after the issue of the Consideration Units and the Acquisition Fee Units. **Unitholders should note that assuming the issue price per Consideration Unit is below £0.68, the aggregate unitholding of Elite UK Commercial Fund II and its Concert Parties may increase to over 49.0%, in which case Elite UK Commercial Fund II and its Concert Parties will be free to acquire further Units without incurring any obligation under Rule 14 of the Code to make a general offer.**

The following table sets out the respective unitholdings of Elite UK Commercial Fund II and its Concert Parties if (i) the Vendor (or the Vendor Nominee) receives approximately 131 million Consideration Units (based on an Illustrative Price of £0.68 per Consideration Unit and assuming no capital is raised from the Equity Fund Raising) and (ii) the Manager receives approximately 3.1 million Acquisition Fee Units (based on an illustrative issue price of £0.68 per Unit).

	Before the Proposed Acquisition[(1)]	**Immediately after the Proposed Acquisition and the issue of the Consideration Units (assuming no Equity Fund Raising)**
Issued Units (million)	334	468
Number of Units held by Elite UK Commercial Fund II and its Concert Parties (million)	95	229
Number of Units held by Unitholders, other than Elite UK Commercial Fund II and its Concert Parties (million)	239	239
% of issued Units held by Elite UK Commercial Fund II and its Concert Parties	28.4%	48.9%
% of issued Units held by Unitholders, other than Elite UK Commercial Fund II and its Concert Parties	71.6%	51.1%

Note:

(1) Number of Units as at the Latest Practicable Date.

7.2 Application for Waiver from Rule 14 of the Code

An application was made to the SIC on 6 October 2020 for the waiver of the obligation of Elite UK Commercial Fund II to make a Mandatory General Offer under Rule 14 of the Code should the obligation to do so arise as a result of the issue of the Consideration Units and/or the Acquisition Fee Units. The SIC granted the SIC Waiver on 27 November 2020, subject to, *inter alia*, the satisfaction of the following conditions:

(i) a majority of Unitholders present and voting at a general meeting, held before the issue of the Consideration Units and the Acquisition Fee Units, approve by way of a poll, the Whitewash Resolution to waive their rights to receive a general offer from Elite UK Commercial Fund II and its Concert Parties;

(ii) the Whitewash Resolution is separate from other resolutions;

(iii) Elite UK Commercial Fund II, its Concert Parties and parties not independent of the Proposed Acquisition abstain from voting on the Whitewash Resolution;

(iv) Elite UK Commercial Fund II and its Concert Parties did not acquire and are not to acquire any Units or instruments convertible into and options in respect of Units (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Units which have been disclosed in this Circular[1]):

(a) during the period between the announcement of the Proposed Acquisition and the date Unitholders' approval is obtained for the Whitewash Resolution; and

(b) in the six months prior to the announcement of the Proposed Acquisition, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Manager in relation to the issuance of the Consideration Units and Acquisition Fee Units;

(v) Elite Commercial REIT appoints an independent financial adviser to advise the Independent Unitholders on the Whitewash Resolution;

(vi) Elite Commercial REIT sets out clearly in this Circular:

(a) details of the Proposed Acquisition, including the issuance of Consideration Units and Acquisition Fee Units;

(b) the dilution effect to existing Unitholders due to the issuance of Consideration Units and the Acquisition Fee Units;

(c) the number and percentage of Units as well as the number of instruments convertible into, rights to subscribe for and options in respect of Units (if applicable) held by Elite UK Commercial Fund II and its Concert Parties as at the Latest Practicable Date;

(d) the number and percentage of Units to be issued to Elite UK Commercial Fund II and its Concert Parties due to the issuance of Consideration Units and Acquisition Fee Units;

(e) that the issuance of Consideration Units and Acquisition Fee Units could result in Elite UK Commercial Fund II and its Concert Parties holding Units carrying over 49% of the Units, and the fact that Elite UK Commercial Fund II and its Concert Parties will be free to acquire further Units without incurring any obligation under Rule 14 of the Code to make a general offer;

(f) that Unitholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from Elite UK Commercial Fund II at the highest price paid by Elite UK Commercial Fund II and its Concert Parties for Units in the six months preceding the commencement of the offer;

(vii) this Circular states that the waiver granted by SIC to Elite UK Commercial Fund II and its Concert Parties from the requirement to make a general offer under Rule 14 of the Code is subject to the conditions set out in sub-paragraphs 7.2(i) to (vii) above;

(viii) Elite UK Commercial Fund II obtains SIC's approval in advance for the paragraphs of this Circular that refer to the Whitewash Resolution; and

1 In this regard, on (1) 23 July 2020, 1,159,712 Units were issued at an issue price of (i) GBP 0.5671 per Unit for 495,398 Units and (ii) GBP 0.6982 per Unit for 664,314 Units to the Manager as payment of 100% of the base fee component of its management fee for the periods from 6 February 2020 to 31 March 2020 (for 1Q 2020 management fees), and 1 April 2020 to 30 June 2020 (for 2Q 2020 management fees) respectively pursuant to the Trust Deed and (2) 3 December 2020, 754,039 Units were issued at an issue price of GBP 0.6221 per Unit to the Manager as payment of 100% of the base fee component of its management fee for the periods from 1 July 2020 to 30 September 2020 (for 3Q 2020 management fees).

(ix) to rely on the Whitewash Resolution, the issuance of the Consideration Units and the Acquisition Fee Units must be completed within three months of the date of approval of the Whitewash Resolution.

Independent Unitholders should note that by voting for the Whitewash Resolution, they are waiving their rights to receive a Mandatory General Offer from Elite UK Commercial Fund II and its Concert Parties at the highest price paid or agreed to be paid by Elite UK Commercial Fund II and its Concert Parties for Units in the six months preceding:

(i) the receipt by the Vendor (or the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units.

7.3 Rationale for the Whitewash Resolution

The Whitewash Resolution is to enable the Vendor to receive the Consideration Units as partial consideration for the Proposed Acquisition and the Manager to receive (in its own capacity) the Acquisition Fee Units. The rationale for enabling the Vendor, which is a wholly-owned subsidiary of Elite UK Commercial Fund II, to receive the Consideration Units is set out in paragraph 4.6 of the Letter to Unitholders.

7.4 Advice of the Independent Financial Adviser

The Manager has appointed the IFA to advise the Independent Directors, the Non-Interested Director, the Audit and Risk Committee and the Trustee in relation to the proposed Whitewash Resolution. A copy of the IFA Letter, containing its advice in full, is set out in Appendix C of this Circular and Unitholders are advised to read the IFA Letter carefully.

Having considered the factors and the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the proposed issue of Consideration Units (being the subject of the proposed Whitewash Resolution) is fair and reasonable. Having considered the factors and the assumptions set out in the IFA Letter, and subject to the qualifications set out therein, the IFA is of the opinion that the Whitewash Resolution (when considered in the context of the proposed issuance of Consideration Units) is fair and reasonable.

The IFA is of the opinion that the Independent Directors can recommend that Unitholders vote in favour of the Whitewash Resolution to be proposed at the EGM.

7.5 Directors' Service Contracts

No person is proposed to be appointed as a director of the Manager in connection with the Proposed Acquisition or any other transactions contemplated in relation to the Proposed Acquisition.

8. RESOLUTION 5: THE PROPOSED GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES

8.1 The Proposed General Mandate

The Manager is seeking Unitholders' approval for the General Mandate to be given to the Manager to:

(i) issue New Units whether by way of rights, bonus or otherwise, and including any capitalisation of any sum for the time being standing to the credit of any of

Elite Commercial REIT's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution; and/or

(ii) make or grant offers, agreements or options that might or would require New Units to be issued, including but not limited to the creation and issue of Convertible Securities,

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

(iii) issue New Units in pursuance of any Convertible Security made or granted by the Manager while this Resolution 5 is in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

(1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Convertible Securities made or granted pursuant to this Resolution and any adjustment effected under any relevant Convertible Security) shall not exceed fifty per cent (50%) of the total number of the Units which are outstanding at the time this Resolution 5 passed (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 Convertible Securities made or granted pursuant to this Resolution and any adjustment effected under any relevant Convertible Security) shall not exceed twenty per cent (20%) of the total number of Units which are outstanding at the time this Resolution 5 passed (as calculated in accordance with sub-paragraph (2) below;

(2) for determining the aggregate number of Units that may be issued, the percentage of issued Units (excluding treasury Units and subsidiary holdings, if any) will be calculated based on the issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution 5 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 for the time being in force (unless such compliance has been waived by the SGX-ST) and 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 the next AGM of Elite Commercial REIT or such date as when the AGM of Elite Commercial REIT is required to be held;

(5) where the terms of the issue of the Convertible Securities provide for adjustment to the number of Convertible Securities or Units into which the Convertible Securities may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Convertible Securities 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 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 or, as the case may be, the Trustee may consider necessary, expedient, incidental or in the interest of Elite Commercial REIT to give effect to the authority conferred by this Resolution.

Unitholders should note that in the event that the Equity Fund Raising to finance the Proposed Acquisition is not completed by the time of the EGM, this Resolution 5 would be withdrawn and not tabled at the EGM.

8.2 Rationale for the General Mandate

The Manager is of the view that the General Mandate will provide Elite Commercial REIT with additional flexibility in managing its balance sheet and capital structure, as well as flexibility in its fund raising options to part finance the Proposed Acquisition without the time and expense of convening further meetings of Unitholders. The General Mandate will enable the Manager to issue New Units and/or Instruments in its absolute discretion, subject to the prescribed limits described herein, including but not limited to the issue of New Units pursuant to the Equity Fund Raising and the issue of Consideration Units to part finance the Proposed Acquisition. However, in the event that the Manager does not proceed with the Equity Fund Raising by the date of the EGM, the Manager will not require the General Mandate.

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

As at the Latest Practicable Date, Victor Song Chern Chean is both a Director of the Manager and a Director of EPH; Tan Hai Peng Micheal is both a Director of the Manager and a Director of EPH; Tan Dah Ching is both a Director of the Manager and a Director of Jin Leng Investments Pte Ltd; and Evan Cheah Yean Shin is both a Director of the Manager and a Director of Sunway RE Capital Pte. Ltd.. Further details of the interests in Units of the Directors and Substantial Unitholders[1] are set out below.

Based on the Register of Directors' Unitholdings maintained by the Manager, the Directors and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Director	Direct Interest		Deemed Interest		Total no. of Units held	%(1)
	No. of Units	%(1)	No. of Units	%(1)		
David Lim Teck Leong	500,000	0.15	-	-	500,000	0.15
Nicholas David Ashmore	-	-	-	-	-	-
Koo Tsai Kee	-	-	-	-	-	-
Tan Huay Lim	-	-	-	-	-	-
Evan Cheah Yean Shin	-	-	-	-	-	-
Victor Song Chern Chean(2)	-	-	1,913,751	0.57	1,913,751	0.57
Tan Dah Ching	53	0	-	-	53	0
Tan Hai Peng Micheal(3)	147,095	0.04	38,016,840	11.4	38,163,935	11.4
Tan Kok Heng	-	-	-	-	-	-

Notes:

(1) The percentage interest is based on total issued Units of 334,133,746 as at the date of this announcement.

(2) Victor Song Chern Chean holds 22.5% of the share capital of EPH. EPH holds 68% of the share capital of the Manager, which holds 1,913,751 Units in Elite Commercial REIT. Therefore, Victor Song Chern Chean is deemed to be interested in 1,913,751 Units held by the Manager.

1 "**Substantial Unitholder**" means a person with an interest in Units constituting not less than 5.0% of the total number of Units in issue.

(3) Tan Hai Peng Micheal holds 36.0% of the share capital of Teck Lee Holdings Pte. Ltd. ("**TLH**"). TLH holds 81.25% of the share capital of Ho Lee Group Pte. Ltd. ("**HLG**"). HLG holds 50% of the share capital of EPH. EPH holds 68% of the share capital of the Manager, which holds 1,913,751 Units in Elite Commercial REIT. Therefore, Tan Hai Peng Micheal is deemed to be interested in 1,913,751 Units held by the Manager. Ho Lee Group Trust holds 35,882,406 Units. Further, Tan Hai Peng Micheal is a beneficiary of Ho Lee Group Trust, and therefore is deemed to be interested in the 35,882,406 Units held by Ho Lee Group Trust. Tan Hai Peng Micheal is also deemed interested in 220,683 Units held by his wife, Kan Phui Lin.

Based on the Register of Substantial Unitholders' Unitholdings maintained by the Manager, the Substantial Unitholders and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total no. of Units held	%[1]
	No. of Units	%[1]	No. of Units	%[1]		
Ho Lee Group Trust	35,882,406	10.7	-	-	35,882,406	10.7
Tan Thuan Teck[2]	-	-	35,882,406	10.7	35,882,406	10.7
Tan Hai Seng Benjamin[3]	-	-	35,882,406	10.7	35,882,406	10.7
Tan Yong Hiang Priscilla[4]	-	-	35,882,406	10.7	35,882,406	10.7
Seow Whye Pheng[5]	-	-	35,882,406	10.7	35,882,406	10.7
Seow Hywe Min[6]	-	-	35,882,406	10.7	35,882,406	10.7
Seow Whye Teck[7]	-	-	35,882,406	10.7	35,882,406	10.7
Seow Hwye Tiong[8]	-	-	35,882,406	10.7	35,882,406	10.7
Loh Guik Kiang[9]	-	-	35,882,406	10.7	35,882,406	10.7
Sunway RE Capital Pte. Ltd.	27,205,965	8.14	-	-	27,205,965	8.14
Sunway City Sdn. Bhd.[10]	-	-	27,205,965	8.14	27,205,965	8.14
Sunway Berhad[11]	-	-	27,205,965	8.14	27,205,965	8.14
Sungei Way Corporation Sdn. Bhd.[12]			27,205,965	8.14	27,205,965	8.14
Active Equity Sdn. Bhd.[13]	-	-	27,205,965	8.14	27,205,965	8.14
Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling AO[14]	-	-	27,205,965	8.14	27,205,965	8.14

Notes:

(1) The percentage interest is based on total issued Units of 334,133,746 as at the Latest Practicable Date

(2) Tan Thuan Teck is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(3) Tan Hai Seng Benjamin is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(4) Tan Yong Hiang Priscilla is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(5) Seow Whye Pheng is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(6) Seow Hywe Min is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(7) Seow Whye Teck is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(8) Seow Hwye Tiong is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(9) Loh Guik Kiang is a beneficiary of Ho Lee Group Trust and therefore is deemed to be interested in the Units held by Ho Lee Group Trust.

(10) Sunway City Sdn. Bhd.'s deemed interest arises from the interest held by Sunway RE Capital Pte. Ltd., which is 100.0% owned by Sunway City Sdn. Bhd..

(11) Sunway Berhad's deemed interest arises from the deemed interest held by Sunway City Sdn. Bhd., which is 100.0% owned by Sunway Berhad.

(12) Sungei Way Corporation Sdn. Bhd.'s deemed interest arises from its 56.77% shareholding in Sunway Berhad, which wholly owns Sunway City Sdn. Bhd, which in turn wholly owns Sunway RE Capital Pte. Ltd..

(13) Active Equity Sdn. Bhd's deemed interest arises from its 100.0% shareholding in Sungei Way Corporation Sdn. Bhd., which holds an interest in Sunway Berhad, which in turn wholly owns Sunway City Sdn. Bhd., which in turn wholly owns Sunway RE Capital Pte. Ltd..

(14) Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling AO's deemed interest arises from his 60.0% shareholding in Active Equity Sdn. Bhd., which wholly owns Sungei Way Corporation Sdn. Bhd., which in turn holds 56.77% interest in Sunway Berhad. Sunway Berhad is wholly owned by Sunway City Sdn. Bhd., which in turn wholly owns Sunway RE Capital Pte. Ltd..

Save as disclosed above and based on information available to the Manager as at the Latest Practicable Date, none of the Directors or the Substantial Unitholders have an interest, direct or indirect, in the Proposed Acquisition.

9.1 Change in Unitholding Interests

For illustrative purposes only, as a result of the issuance of Consideration Units amounting to £89.4 million, Acquisition Fee Units amounting to £2.1 million and (if applicable) New Units pursuant to a £30.0 million Equity Fund Raising, the collective unitholding interest of the Directors will be diluted as follows:

	Before the Proposed Acquisition		After the Proposed Acquisition(3)			
			With £30.0 million Equity Fund Raising(4)		Without £30.0 million Equity Fund Raising(4)	
Name of Director	**Total no. of Units held(1)**	**%(2)**	**Total no. of Units held(1)**	**%(5)**	**Total no. of Units held(1)**	**%(6)**
David Lim Teck Leong	500,000	0.15	500,000	0.10	500,000	0.11
Nicholas David Ashmore	-	-	-	-	-	-
Koo Tsai Kee	-	-	-	-	-	-
Tan Huay Lim	-	-	-	-	-	-
Evan Cheah Yean Shin	-	-	-	-	-	-
Victor Song Chern Chean	1,913,751	0.57	5,039,339	0.98	5,039,339	1.08
Tan Dah Ching	53	0	53	0	53	0
Tan Hai Peng Micheal	38,163,935	11.4	41,289,523	8.05	41,289,523	8.81
Tan Kok Heng	-	-	-	-	-	-

Notes:

(1) Includes the Director's direct and deemed interest in the Units.

(2) The percentage interest is based on total issued Units of 334,133,746 as at the Latest Practicable Date.

(3) Assuming the Consideration Units, Acquisition Fee Units and (if applicable) New Units pursuant to the Equity Fund Raising are issued at an Illustrative Price of £0.68.

(4) The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising.

(5) The percentage interest is based on the total issued Units of 512,821,293 after the issuance of Consideration Units, Acquisition Fee Units and New Units pursuant to the Equity Fund Raising on completion of the Proposed Acquisition.

(6) The percentage interest is based on the total issued Units of 468,703,646 after the issuance of Consideration Units and Acquisition Fee Units on completion of the Proposed Acquisition.

For illustrative purposes only, as a result of the issuance of Consideration Units amounting to £89.4 million (and subsequent distribution *in specie* to unitholders of Elite UK Commercial Fund II), Acquisition Fee Units amounting to £2.1 million and (if applicable) New Units pursuant to a £30.0 million Equity Fund Raising, the collective unitholding interest of the Substantial Unitholders will be diluted as follows:

	Before the Proposed Acquisition		After the Proposed Acquisition(2)			
			With £30.0 million Equity Fund Raising(3)		Without £30.0 million Equity Fund Raising(3)	
Name of Substantial Unitholder	**Total no. of Units held**	**%(1)**	**Total no. of Units held**	**%(4)**	**Total no. of Units held**	**%(5)**
Ho Lee Group Trust	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Tan Thuan Teck	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Tan Hai Seng Benjamin	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Tan Yong Hiang Priscilla	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Seow Whye Pheng	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Seow Hywe Min	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Seow Whye Teck	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Seow Hwye Tiong	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Loh Guik Kiang	35,882,406	10.7	35,882,406	7.0	35,882,406	7.66
Sunway RE Capital Pte. Ltd.	27,205,965	8.14	27,205,965	5.31	27,205,965	5.80
Sunway City Sdn. Bhd.	27,205,965	8.14	27,205,965	5.31	27,205,965	5.80
Sunway Berhad	27,205,965	8.14	27,205,965	5.31	27,205,965	5.80
Sungei Way Corporation Sdn. Bhd.	27,205,965	8.14	27,205,965	5.31	27,205,965	5.80
Active Equity Sdn. Bhd.	27,205,965	8.14	27,205,965	5.31	27,205,965	5.80
Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling AO	27,205,965	8.14	27,205,965	5.31	27,205,965	5.80
Partner Reinsurance Company Ltd	3,676,471	1.1	109,074,214	21.3	109,074,214	23.3

Notes:

(1) The percentage interest is based on total issued Units of 334,133,746 as at the Latest Practicable Date

(2) Assuming the Consideration Units, Acquisition Fee Units and (if applicable) New Units pursuant to the Equity Fund Raising are issued at an Illustrative Price of £0.68.

(3) The Manager's primary objective is to pursue an Equity Fund Raising. Should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising.

(4) The percentage interest is based on the total issued Units of 512,821,293 after the issuance of Consideration Units, Acquisition Fee Units and New Units pursuant to the Equity Fund Raising on completion of the Proposed Acquisition.

(5) The percentage interest is based on the total issued Units of 468,703,646 after the issuance of Consideration Units and Acquisition Fee Units on completion of the Proposed Acquisition.

10. RECOMMENDATIONS

10.1 Resolution 1: Proposed Acquisition

Based on the opinion of the IFA (as set out in the IFA Letter in Appendix C of this Circular) and the rationale for and key benefits of the Proposed Acquisition as set out in paragraph 4 above, the Independent Directors, the Non-Interested Director and the Audit and Risk Committee believe that the Proposed Acquisition is on normal commercial terms and is not prejudicial to the interests of Elite Commercial REIT and its minority Unitholders.

Accordingly, the Independent Directors and the non-independent director who is not interested in the Proposed Acquisition (being Mr Evan Cheah Yean Shin) recommend that Unitholders vote at the EGM in favour of Resolution 1 relating to the Proposed Acquisition.

Mr Victor Song Chern Chean and Tan Hai Peng Micheal would not be making any recommendations in relation to Resolution 1 as they are directors and shareholders (direct and indirect) of EPH, which wholly owns EPC, the fund manager of Elite UK Commercial Fund II. Mr Tan Dah Ching would not, in the interest of good corporate governance, be making any recommendations in relation to Resolution 1 as he was until 7 September 2020 a shareholder and director of EPH.

10.2 Resolution 2: Proposed Issue of Consideration Units

Based on the opinion of the IFA (as set out in the IFA Letter in Appendix C of this Circular) and the rationale for and key benefits of the Proposed Acquisition as set out in paragraph 4 above, the Independent Directors, Non-Interested Director and the Audit and Risk Committee believe that the issue of Consideration Units is on normal commercial terms and is not prejudicial to the interests of Elite Commercial REIT and its minority Unitholders.

Accordingly, the Independent Directors and the non-independent director who is not interested in the proposed issue of Consideration Units (being Mr Evan Cheah Yean Shin) recommend that Unitholders vote in favour at the EGM in favour of Resolution 2 relating to the issue of Consideration Units.

Mr Victor Song Chern Chean and Tan Hai Peng Micheal would not be making any recommendations in relation to Resolution 2 as they are directors and shareholders (direct and indirect) of EPH, which wholly owns EPC, the fund manager of Elite UK Commercial Fund II. Mr Tan Dah Ching would not, in the interest of good corporate governance, be making any recommendations in relation to Resolution 2 as he was until 7 September 2020 a shareholder and director of EPH.

10.3 Resolution 3: Proposed Transfer of a Controlling Interest to Elite UK Commercial Fund II

Having regard to the rationale for the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units as set out in paragraph 4.6 above, the Independent Directors and Non-Interested Director recommend that Unitholders vote at the EGM in favour of Resolution 3 relating to the proposed transfer of a controlling interest to Elite UK Commercial Fund II.

Mr Victor Song Chern Chean and Tan Hai Peng Micheal would not be making any recommendations in relation to Resolution 3 as they are directors and shareholders (direct and indirect) of EPH, which wholly owns EPC, the fund manager of Elite UK Commercial Fund II. Mr Tan Dah Ching would not, in the interest of good corporate governance, be making any recommendations in relation to Resolution 3 as he was until 7 September 2020 a shareholder and director of EPH.

10.4 Resolution 4: Proposed Whitewash Resolution

Based on the opinion of the IFA (as set out in the IFA Letter in Appendix C of this Circular) and the rationale for the Whitewash Resolution as set out in paragraph 7.3 above, the Independent Directors and the Audit and Risk Committee believe that the Whitewash Resolution is fair and reasonable.

Accordingly, the Independent Directors recommend that Unitholders vote at the EGM in favour of Resolution 4 relating to the proposed Whitewash Resolution.

10.5 Resolution 5: Proposed General Mandate for the Issue of New Units and/or Convertible Securities

Having considered the terms of the General Mandate under the circumstances set out in paragraph 8 above, the Directors recommend that Unitholders vote at the EGM in favour of Resolution 5 relating to the proposed General Mandate.

11. EXTRAORDINARY GENERAL MEETING

The EGM will be convened and held by way of electronic means on Monday, 25 January 2021 at 4.00 p.m., for the purpose of considering and, if thought fit, passing with or without modification, the resolutions set out in the Notice of Extraordinary General Meeting, which is set out on pages D-1 to D-5 of this Circular. The purpose of this Circular is to provide Unitholders with relevant information about the Resolutions. Approval by way of an Ordinary Resolution is required in respect of the Resolutions.

12. ABSTENTIONS FROM VOTING

12.1 Resolution 1: the Proposed Acquisition

Rule 919 of the Listing Manual prohibits interested persons and their associates (as defined in the Listing Manual) from voting on a resolution in relation to a matter in respect of which such persons are interested in at the EGM.

Given that the New Properties will be acquired from a fund indirectly managed by EPH, EPH and its associates, as well as funds managed by EPH, will abstain from voting on Resolution 1. The Manager and Ho Lee Group Trust will also abstain from voting on Resolution 1.

For the purposes of good corporate governance, Victor Song Chern Chean, Tan Hai Peng Micheal and Tan Dah Ching will abstain from voting on Resolution 1.

For the avoidance of doubt, Sunway RE Capital Pte. Ltd. will be voting on Resolution 1 as it is not interested in the Proposed Acquisition. To demonstrate its support for Elite Commercial REIT, Sunway RE Capital Pte. Ltd. has irrevocably undertaken to the Manager to vote in favour of Resolution 1. Mr David Lim Teck Leong, who holds 0.15% of the voting rights in Elite Commercial REIT, has also irrevocably undertaken to the Manager to vote in favour of Resolution 1.

12.2 Resolution 2: the Proposed Issue of Consideration Units

Given that the Consideration Units will be issued to the Vendor (or the Vendor Nominee), which is a fund managed by EPC, a wholly-owned subsidiary of EPH, EPH and its associates, as well as funds managed by EPH, will abstain from voting on Resolution 2. The Manager and Ho Lee Group Trust will also abstain from voting on Resolution 2.

For the purpose of good corporate governance, Victor Song Chern Chean, Tan Hai Peng Micheal and Tan Dah Ching will abstain from voting on Resolution 2.

For the avoidance of doubt, Sunway RE Capital Pte. Ltd. will be voting on Resolution 2 as it is not interested in the proposed issuance of Consideration Units. To demonstrate its support for Elite Commercial REIT, Sunway RE Capital Pte. Ltd. has irrevocably undertaken to the Manager to vote in favour of Resolution 2. Mr David Lim Teck Leong, who holds 0.15% of the voting rights in Elite Commercial REIT, has also irrevocably undertaken to the Manager to vote in favour of Resolution 2.

12.3 Resolution 3: the Proposed Transfer of a Controlling Interest to Elite UK Commercial Fund II

Given that the Consideration Units will be issued to the Vendor (or the Vendor Nominee), which is a fund managed by EPC, a wholly-owned subsidiary of EPH, EPH and its associates, as well as funds managed by EPH, will abstain from voting on Resolution 3. The Manager and Ho Lee Group Trust will also abstain from voting on Resolution 3.

For the purpose of good corporate governance, Victor Song Chern Chean, Tan Hai Peng Micheal and Tan Dah Ching will abstain from voting on Resolution 3.

For the avoidance of doubt, Sunway RE Capital Pte. Ltd. will be voting on Resolution 3 as it is not interested in matters relating to the Proposed Acquisition and issuance of the Consideration Units. To demonstrate its support for Elite Commercial REIT, Sunway RE Capital Pte. Ltd. has irrevocably undertaken to the Manager to vote in favour of Resolution 3. Mr David Lim Teck Leong, who holds 0.15% of the voting rights in Elite Commercial REIT, has also irrevocably undertaken to the Manager to vote in favour of Resolution 3.

12.4 Resolution 4: the Proposed Whitewash Resolution

Pursuant to the SIC Waiver granted in relation to Resolution 4, Elite UK Commercial Fund II, its Concert Parties and parties not independent of it are required to abstain from voting on Resolution 4.

13. ACTION TO BE TAKEN BY UNITHOLDERS

13.1 Date, Time and Conduct of EGM

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which sets out the alternative arrangements in respect of, *inter alia*, general meetings of REITs and business trusts, the EGM will be held by way of electronic means on Monday, 25 January 2021 at 4.00 p.m. (Singapore time).

The Chairman of the EGM and the senior management and investor relations of the Manager of Elite Commercial REIT, will conduct the proceedings of the EGM.

13.2 Notice of EGM and Proxy Form

Printed copies of the instrument appointing the Chairman of the EGM as proxy ("**Proxy Form**") will be sent to Unitholders but printed copies of the Notice of EGM will **not** be sent to Unitholders. The Notice of EGM will instead be sent to Unitholders by electronic means via publication on Elite Commercial REIT's website at the URL https://investor.elitecreit.com/agm_egm.html and will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

13.3 Alternative arrangements for participation at the EGM

Unitholders may participate at the EGM by:

(i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream;

(ii) submitting questions in advance of the EGM; and

(iii) appointing the Chairman of the meeting as proxy to attend, speak and vote on their behalf at the EGM.

Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the meeting in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the meeting as proxy at the EGM, are set out in the Notice of EGM on pages D-1 and D-2 of this Circular.

13.4 Key Dates and Times

The table below sets out the key dates/deadlines for Unitholders to note:

Key dates	Actions
28 December 2020 (Monday)	Unitholders may begin to pre-register at the URL https://investor.elitecreit.com/agm_egm.html for the live audio-visual webcast or live audio-only stream of the EGM proceedings.
4.00 p.m. on 13 January 2021 (Wednesday)	Deadline for SRS investors who wish to appoint the Chairman of the EGM as proxy to approach their respective SRS operator to submit their votes.
4.00 p.m. on 22 January 2021 (Friday)	Deadline to: • pre-register at Elite Commercial REIT's pre-registration website at the URL https://investor.elitecreit.com/agm_egm.html for the live audio-visual webcast or live audio-only stream of the EGM proceedings; • submit questions in advance; and • submit proxy forms.
4.00 p.m. on 24 January 2021 (Sunday)	Authenticated Unitholders who have pre-registered for the live audio-visual webcast or live audio-only stream of the EGM proceedings will receive an email which will contain the instructions as well as the link to access the live audio-visual webcast or a toll-free telephone number to access the live audio-only stream of the EGM proceedings (the "**Confirmation Email**"). Authenticated Unitholders who do not receive the Confirmation Email by 4.00 p.m. on 24 January 2021, but have registered by the 22 January 2021 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or email EliteEGM2021@boardroomlimited.com.
Date and time of EGM 4.00 p.m. on 25 January 2021 (Monday)	• Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the EGM proceedings; or • Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings.

13.5 Important Reminder

Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check the Manager's website at the URL https://elitecreit.listedcompany.com/newsroom.html for the latest updates on the status of the EGM.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Acquisition, the proposed issue of

Consideration Units, the Equity Fund Raising, Elite Commercial REIT and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

15. CONSENTS

Each of the IFA (being Deloitte & Touche Corporate Finance Pte Ltd) and the Independent Valuers (being Colliers and BNP Paribas) has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and, respectively, the IFA Letter and the market valuation reports and all references thereto, in the form and context in which they are included in this Circular.

16. DOCUMENTS ON DISPLAY

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager[1] at 9 Temasek Boulevard, #17-01 Suntec Tower 2, Singapore 038989 from the date of this Circular up to and including the date falling three months after the date of this Circular:

(i) the Share Purchase Agreement;

(ii) the Property Management Agreements;

(iii) the IFA Letter;

(iv) the valuation report on the New Properties issued by Colliers;

(v) the valuation report on the New Properties issued by BNP Paribas;

(vi) the 1H2020 Unaudited Financial Statements; and

(vii) the written consent of the IFA and the Independent Valuers.

The Trust Deed will also be available for inspection at the registered office of the Manager for so long as Elite Commercial REIT is in existence.

Yours faithfully

Elite Commercial REIT Management Pte. Ltd.
(as manager of Elite Commercial REIT)
(Company Registration No. 201925309R)

Shaldine Wang
Chief Executive Officer

1 Prior appointment with the Manager is required. Please contact Elite Commercial REIT's Investor Relations team (telephone: +65 6955 9999).

IMPORTANT NOTICE

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of Elite Commercial REIT is not necessarily indicative of the future performance of Elite Commercial REIT.

This Circular may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, property expenses and governmental and public policy changes. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.

If you have sold or transferred all your Units, you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular is issued to Unitholders solely for the purpose of convening the EGM and seeking the approval of Unitholders for the resolutions to be proposed at the EGM. This Circular does not constitute an offering document for the offer of the New Units in the United States of America and no offer of any New Units is being made in this Circular. Any offer of New Units will be made in compliance with all applicable laws and regulations.

This Circular is not for distribution, directly or indirectly, in or into the U.S.. Any proposed issue of New Units described in this Circular will not be registered under the Securities Act or under the securities laws of any state or other jurisdiction of the United States, or under the securities laws of any other jurisdiction, and any such New Units may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable laws. There will be no public offer of securities in the U.S..

GLOSSARY

In this Circular, the following definitions apply throughout unless otherwise stated:

%	:	Per centum or percentage
£ or **pence**	:	Refers to the lawful currency of the UK
1H2020 Unaudited Financial Statements	:	Elite Commercial REIT's unaudited statements for the period from 6 February 2020 to 30 June 2020
Acquisition Fee	:	The acquisition fee for the Proposed Acquisition which the Manager will be entitled to receive from Elite Commercial REIT upon Completion
Acquisition Fee Units	:	Acquisition fee of £2.1 million payable in Units to the Manager
aggregate leverage	:	The ratio of the value of borrowings and deferred payments (if any) to the value of Deposited Property
Agreed New Properties Value	:	The agreed value of the New Properties
associate	:	Has the meaning ascribed to it in the Listing Manual
Audit and Risk Committee	:	The audit committee of the Manager
BNP Paribas	:	BNP Paribas Real Estate Advisory & Property Management UK Limited
Business Days	:	Any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are generally open for business in Singapore and the SGX-ST is open for trading
CDP	:	The Central Depository (Pte) Limited
Circular	:	This circular to Unitholders dated 28 December 2020
Colliers	:	Colliers International Valuation UK LLP
Completion	:	Completion of the Proposed Acquisition
Concert Parties	:	The parties acting in concert with Elite UK Commercial Fund II
Consideration Units	:	New Units issued to the Vendor as partial consideration for the Proposed Acquisition
Consideration Unit Issue Price	:	Has the meaning ascribed to it in paragraph 3.1 of the Letter to Unitholders
controlling unitholder	:	Has the meaning ascribed to it in the Listing Manual and Property Funds Appendix
Convertible Securities	:	Securities, warrants, debentures or other instruments convertible into New Units
Deposited Property	:	The total assets of Elite Commercial REIT, including all its authorised investments held or deemed to be held upon trust under the Trust Deed

Directors	:	Directors of the Manager
DPU	:	Distribution per Unit
DWP	:	Department of Work and Pensions
EGM	:	The extraordinary general meeting of Unitholders to be convened and held by way of electronic means on Monday, 25 January 2021 at 4.00 p.m., to approve the matters set out in the Notice of Extraordinary General Meeting on pages D-1 to D-5 of this Circular
Elite Buyer	:	Elite Kist Limited
Enlarged Portfolio	:	Comprises the Existing Portfolio and the New Properties
EPC	:	Elite Partners Capital Pte. Ltd.
EPH	:	Elite Partners Holdings Pte. Ltd.
Equity Fund Raising	:	The issue of New Units pursuant to an equity fund raising
Existing Portfolio	:	The portfolio of properties currently held by Elite Commercial REIT as at the Latest Practicable Date
Existing Shareholders' Loans	:	The existing shareholders' loans of £40.2 million owed by the Target SPVs to the Vendor, to be transferred to the Elite Buyer by way of novation on Completion
External Bank Loan	:	The Repaid Bank Loan and the Subsisting Bank Loan
General Mandate	:	The authority to be given to the Manager to issue New Units and/or Convertible Securities
Gross rental income	:	Rental income payable under the respective lease agreements for Elite Commercial REIT's properties, including any turnover rent (if applicable), and after the impact of any straight-line adjustments over the committed term of the lease agreement
IFA	:	The independent financial adviser to the Independent Directors, the Audit and Risk Committee and the Trustee, being Deloitte & Touche Corporate Finance Pte Ltd
IFA Letter	:	The letter from the IFA to the Independent Directors and the Trustee containing its advice as set out in **Appendix C** of this Circular
Illustrative Price	:	Illustrative issue price of £0.68 per Consideration Unit
Independent Directors	:	The independent directors of the Manager
Independent Unitholders	:	Unitholders other than Elite UK Commercial Fund II, its Concert Parties and parties which are not independent of Elite UK Commercial Fund II

Independent Valuers	:	Colliers and BNP Paribas, as independent valuers of the New Properties
Interested party	:	Has the meaning ascribed to it in the Property Funds Appendix
Interested party transaction	:	Has the meaning ascribed to it in the Property Funds Appendix
Interested person	:	Has the meaning ascribed to it in the Listing Manual
Interested person transaction	:	Has the meaning ascribed to it in the Listing Manual
Latest Practicable Date	:	21 December 2020, being the latest practicable date prior to the issuance of this Circular
Listing Manual	:	The Listing Manual of the SGX-ST
Manager	:	Elite Commercial REIT Management Pte. Ltd., in its capacity as manager of Elite Commercial REIT
Mandatory General Offer	:	The mandatory general offer for the remaining Units not owned or controlled by Elite UK Commercial Fund II and its Concert Parties
NAV	:	Net asset value
New Properties	:	The 58 commercial buildings located across the UK and held by the Target SPVs
New Units	:	New units in Elite Commercial REIT
NIA	:	Net internal area
Non-Interested Director		The non-independent director who is not interested in the matters relating to the Proposed Acquisition and the proposed issue of Consideration Units (being Mr Evan Cheah Yean Shin)
NPI	:	Net property income
NTA	:	Net tangible assets
Ordinary Resolution	:	A resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
PartnerRE	:	Partner Reinsurance Company Ltd
Promissory Notes	:	One or more series of promissory notes for up to the value of £89.4 million to be issued by the Elite Buyer to the Vendor on Completion to pay the Purchase Consideration and part of the Existing Shareholders Loan
Property Funds Appendix	:	Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore

Property Management Agreements	:	The property management agreements entered into between the Property Manager and Elite UK Commercial Fund II, each a "**Property Management Agreement**"
Property Manager	:	Elite Real Estate Services UK Limited, as the property manager in respect of the New Properties
Proposed Acquisition	:	The proposed acquisition of 100.0% of the shares in the Target SPVs from the Vendor
Purchase Consideration	:	The estimated purchase consideration of £58.5 million for the Proposed Acquisition
REIT	:	Real estate investment trust
Repaid Bank Loan	:	£19.8 million out of the External Bank Loan which will be repaid on Completion
Resolution	:	The resolution to be approved by Unitholders during the EGM, and the resolutions, the "**Resolutions**"
S$ and **cents**	:	Singapore dollars and cents, the lawful currency of the Republic of Singapore
Securities Act	:	U.S. Securities Act of 1933, as amended
SGX-ST	:	Singapore Exchange Securities Trading Limited
Share Purchase Agreement	:	The share purchase agreement entered into between the Elite Buyer and the Vendor on 17 October 2020
SIC	:	Securities Industry Council
SIC Waiver	:	The waiver granted by the SIC on 27 November 2020 of the requirement by Elite UK Commercial Fund II and its Concert Parties to make a Mandatory General Offer
sq ft	:	Square feet
Subsisting Bank Loan	:	The remaining £94.0 million out of the External Bank Loan which will not be discharged on Completion and will be assumed by the Elite Buyer and remain after Completion
Substantial Unitholders	:	Persons with an interest in Units constituting not less than 5.0% of the total number of Units in issue, and "**Substantial Unitholder**" means any one of them
Target SPVs	:	Elite Amphora Limited and Elite Cask Limited
Total Acquisition Outlay	:	The total acquisition outlay
Trust Deed	:	The trust deed dated 7 June 2018 entered into between the Trustee and the Manager, as amended, varied, or supplemented from time to time
Trustee	:	Perpetual (Asia) Limited, in its capacity as trustee of Elite Commercial REIT

Unaudited Financial Statements	:	The unaudited financial statements of Elite Commercial REIT for the financial period from 6 February 2020 to 30 June 2020
Unit	:	A unit representing an undivided interest in Elite Commercial REIT
Unitholder	:	The registered holder for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term "Unitholder" shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose Securities Account with CDP is credited with Units
UK	:	United Kingdom
United States or **U.S.**	:	United States of America
Vendor	:	Elite Bushel Holding Limited
Vendor Nominee	:	The Vendor's nominee
Vendor's Loan	:	The loan to be provided by the Vendor to the Elite Buyer upon the Elite Buyer's request in the event no capital is raised from the Equity Fund Raising to finance the Proposed Acquisition prior to the date of Completion
VWAP	:	Volume weighted average price
VWAP Price		VWAP for a Unit for all trades on the SGX-ST in the ordinary course of trading on the SGX-ST for the period of 10 Market Days immediately preceding the date of issue of the Consideration Units
WALE	:	Weighted average lease expiry
WAULT	:	Weighted average unexpired lease term

The terms "Depositor" and "Depository Register" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

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

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Where applicable, figures and percentages are rounded to one decimal place.

DETAILS OF THE NEW PROPERTIES, THE EXISTING PORTFOLIO AND THE ENLARGED PORTFOLIO

1. THE NEW PROPERTIES

Description of the New Properties

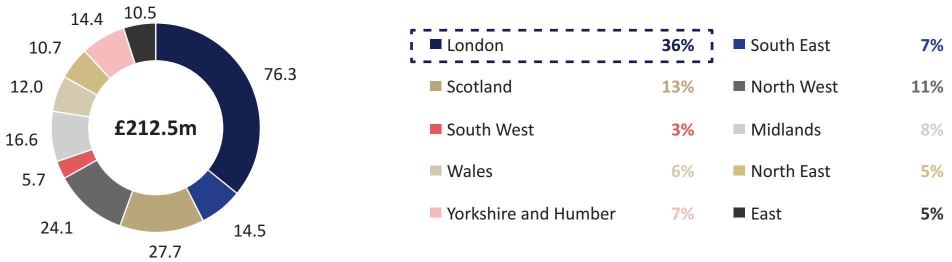
The New Properties consist of 58 commercial buildings, which have a total net internal area of 1,307,064 sq ft. The New Properties are well located in London and across other major cities in the UK and are located within city centres, town centres and city suburbs. With 99% of the leases entered into with the UK Government via various government agencies, the New Properties provide attractive and recession-proof yields underpinned by sovereign tenants. Similar to Elite Commercial REIT's existing property portfolio, majority of the leases under the New Properties (that is, 82% of the leases) are entered into with the DWP, thus creating synergy within Elite Commercial REIT's enlarged property portfolio. Other government tenants include the UK Ministry of Defence, National Records of Scotland, HM Courts and Tribunals Service, Natural Resources Wales and the Environmental Agency.

Based on the Agreed New Properties Value and the NPI of the New Properties for the period from 6 February 2020 to 30 June 2020, the annualised NPI yield of the New Properties is 6.3%.

Out of the 58 New Properties, 54 New Properties are freehold and the other New Properties are on a long leasehold tenure ranging between 83 and 983 years.

The spread of the New Properties across the UK is set out in the chart and table below.

New Properties valuation breakdown by location (£m)



Region	No. of Assets	NIA (sq ft)	Portfolio % by NIA	Gross Rental Income per annum (£m)	Valuation(1) (£m)	Portfolio % by Valuation
London	9	165,603	12.7%	3.2	76.3	35.9%
Scotland	7	243,175	18.6%	2.7	27.7	13.0%
North West	9	227,972	17.4%	1.9	24.1	11.3%
Midlands	8	131,962	10.1%	1.3	16.6	7.8%
Yorkshire	8	146,680	11.2%	1.2	14.4	6.8%
South East	3	76,751	5.9%	0.9	14.5	6.8%
Wales	6	105,305	8.1%	1.0	12.0	5.6%
North East	3	97,892	7.5%	0.8	10.7	5.0%
Eastern	2	63,734	4.9%	0.7	10.5	5.0%
South West	3	47,991	3.7%	0.4	5.7	2.7%
Total	**58**	**1,307,064**	**100.0%**	**14.1**	**212.5**	**100.0%**

Notes:

(1) Based on the valuation report prepared by Colliers dated 14 August 2020.

The table below shows a breakdown of the Agreed New Properties Value for each New Property.

	Property	Address	Region	Total Area (sq ft)	Tenure	WAULT[(1)] (to break) (years)	WAULT[(1)] (to expiry) (years)	Valuation by Colliers[(2)] (£m)	Valuation by BNP Paribas[(3)] (£m)	Agreed New Properties Value (£m)
1	Crown House	Crown House, 30 Main Road, Romford, RM1 3HH	London	34,279	Freehold	7.6	7.6	12.2	11.5	12.2
2	Medina Road	53-53 Medina Road, Finsbury Park, London, N7 7JX	London	15,366	Freehold	7.6	7.6	6.4	6.6	6.4
3	Raydean House	Raydean House, 15 Western Parade, Barnet, EN5 1AH	London	21,958	Freehold	7.6	7.6	8.3	7.9	8.3
4	Oates House	Oates House, 1 Tramway Avenue, London, E15 4PN	London	14,659	Freehold	7.6	7.6	8.6	8.4	8.6
5	Collyer Court	Collyer Court, Collyer Place, Peckham, SE15 5DL	London	15,586	Freehold	7.6	7.6	8.4	8.3	8.4
6	Peckham High Street	24-26 Peckham High Street, SE15 5DS	London	17,967	Freehold	7.6	7.6	9.6	9.5	9.6
7	Broadway House	Broadway House, 86-92 Uxbridge Road, Ealing, London, W13 8RA	London	17,218	Freehold	7.6	7.6	10.9	10.6	10.9
8	Finchley Lane	Crown Building, 10 Finchley Lane, Hendon, London, NW4 1DP	London	15,424	Freehold	7.6	7.6	5.6	5.6	5.6
9	Kilner House	Kilner House, 197 Freemasons Road, London, E16 3PD	London	13,145	Freehold	7.6	7.6	6.3	6.1	6.3
10	Tonbridge Crown Buildings	Crown Buildings, Bradford Street, Tonbridge, TN9 1DU	South East	10,549	Freehold	7.6	7.6	3.0	2.9	3.0
11	Medwyn House	Medwyn House, Mountfield Road, Lewes, BN7 2XR	South East	23,218	Freehold	7.6	7.6	6.0	5.8	6.0
12	Speke Road	Jobcentre Plus, Speke Road, Garston, Liverpool, L19 2JZ	North West	8,317	Freehold	2.6	7.6	0.7	0.7	0.7
13	Openshaw Job Centre	Jobcentre Plus, Cornwall Street, Manchester, M11 2WR	North West	12,925	Freehold	2.6	7.6	0.8	0.8	0.8
14	Premier House	Premier House, 95 Breckfield Road North, Liverpool, L5 4QY	North West	9,476	Freehold	2.6	7.6	0.8	0.7	0.8
15	Station Road	64-66 Station Road, Port Talbot, SA13 1LX	Wales	8,793	Freehold	2.6	7.6	0.8	0.7	0.8
16	Chester Le Street Crown Buildings	Crown Buildings, Station Road, Chester Le Street, DH3 3AB	North East	10,490	Freehold	2.6	7.6	0.9	0.8	0.9
17	Rhyl High Street	Jobcentre Plus, 80 High Street, Rhyl, LL18 1UB	Wales	9,452	Freehold	2.6	7.6	0.9	0.7	0.9
18	South Muirhead Road	3 South Muirhead Road, Cumbernauld, Glasgow, G67 1AX	Scotland	9,097	Freehold	2.6	7.6	0.9	0.9	0.9
19	Washwood Heath Road	Jobcentre Plus, 295 Washwood Heath Road, Birmingham, B8 2XX	Midlands	14,922	Freehold	2.6	7.6	1.0	0.9	1.0
20	Centurion House	Centurion House, Bank Street, Castleford, WF10 1HY	Yorkshire	11,238	Freehold	2.6	7.6	1.0	1.0	1.0

	Property	Address	Region	Total Area (sq ft)	Tenure	WAULT[1] (to break) (years)	WAULT[1] (to expiry) (years)	Valuation by Colliers[2] (£m)	Valuation by BNP Paribas[3] (£m)	Agreed New Properties Value (£m)
21	Saxon Mill Lane	Jobcentre Plus, 90 Saxon Mill Lane, Tamworth, B79 7JJ	Midlands	10,698	Freehold	2.6	7.6	1.4	1.4	1.4
22	George Street	Thoroughsale House, George Street, Corby, NN17 1PH	Midlands	8,847	Freehold	2.6	7.6	1.3	1.3	1.3
23	Great Moore Street	Jobcentre Plus, Great Moor Street, Bolton, BL3 6DT	North West	13,842	Freehold	2.6	7.6	1.3	1.3	1.3
24	Queen's House	Queens House, St Levan Road, Plymouth, PL2 3BD	South West	14,094	Freehold	2.6	7.6	1.4	1.3	1.4
25	Leeds Road	373 Leeds Road, Bradford, BD3 9LT	Yorkshire	22,224	Freehold	2.6	7.6	1.5	1.3	1.5
26	Irish Street	67-75 Irish Street, Dumfries, DG1 2NU	Scotland	12,303	Freehold	2.6	7.6	1.4	1.1	1.4
27	Bilston High Street	Jobcentre Plus, 14 High Street, Bilston, WV14 0DB	Midlands	10,779	Freehold	2.6	7.6	1.7	1.6	1.7
28	Windsor Road	1 Windsor Road, Neath, SA11 1LY	Wales	15,817	Freehold	2.6	7.6	1.5	1.4	1.5
29	Chantry House	Chantry House, Douglas Street, Rotherham, S60 2DL	Yorkshire	20,618	Freehold	2.6	7.6	1.6	1.8	1.6
30	Cardwell Place	33 Cardwell Place, Blackburn, Lancashire, BB2 1LG	North West	15,386	Freehold	2.6	7.6	1.0	1.2	1.0
31	Scotland House	Scotland House, 169 Lower High Street, Stourbridge, DY8 1ES	Midlands	12,452	Freehold	2.6	7.6	1.8	1.7	1.8
32	Afon House	Afron House, The Park, Newtown, SY16 2PZ	Wales	19,160	Freehold	2.6	7.6	1.7	1.4	1.7
33	Brunswick House	Brunswick House, 17-21 Price Street, Birkenhead, CH41 6JN	North West	27,956	Freehold	2.6	7.6	2.1	1.8	2.1
34	Charles Street	2-6 Charles Street, Newport, NP20 1JR	Wales	18,334	Freehold	2.6	7.6	2.2	2.0	2.2
35	Castle House	Jobcentre Plus, 8 Market Street, Huddersfield, HD1 2NE	Yorkshire	20,389	Leasehold (125 years)	2.6	7.6	2.7	2.7	2.7
36	New River House	New Reiver House, Roxburgh Street, Galashiels, TD1 1PD	Scotland	21,216	Freehold	2.6	7.6	2.8	2.2	2.8
37	Bristol Road South	1300 Bristol Road South, Northfield, Birmingham, B31 2TQ	Midlands	18,996	Freehold	2.6	7.6	4.3	4.1	4.3
38	Victoria Road	26 Victoria Road, Kirkcaldy, Fife, KY1 1EA	Scotland	45,884	Freehold	2.6	7.6	4.5	3.2	4.5
39	Blackpool Norcross Lane - Tomlinson House	Tomlinson House, Norcross, Thornton Cleveleys, Blackpool, FY5 3WP	North West	89,179	Freehold	2.6	7.6	10.5	10.2	10.5
40	Bridge House	Bridge House, 28 Wheldon Road, Castleford, WF10 2JD	Yorkshire	12,949	Freehold	2.6	7.6	1.0	0.8	1.0
41	Blackburn House	Blackburn House, 1 Theatre Street, NR2 1RG	Eastern	9,302	Leasehold (83 years)	9.5	9.5	1.5	1.4	1.5

	Property	Address	Region	Total Area (sq ft)	Tenure	WAULT[1] (to break) (years)	WAULT[1] (to expiry) (years)	Valuation by Colliers[2] (£m)	Valuation by BNP Paribas[3] (£m)	Agreed New Properties Value (£m)
42	Bradmarsh Business Park	Bradmarsh Business Park, Bow Bridge, Rotherham, S60 1BX	Yorkshire	12,054	Freehold	2.7	2.7	1.2	1.4	1.2
43	Chantry House	Chantry House, 55-59 City Road and Crew Street, Chester, CH1 3AQ	North West	34,847	Freehold	2.6	7.7	5.3	4.9	5.3
44	Cyppa Court	Cyppa Court, Chippenham, SN15 3LH	South West	12,299	Freehold	2.6	7.6	2.1	1.9	2.1
45	Great Oaks House	Great Oaks House, Great Oaks, Basildon, SS14 1JE	Eastern	54,432	Leasehold (983 years)	7.6	7.6	9.0	8.6	9.0
46	Great Western House	Great Western House, Woodside, Birkenhead, CH41 6DA	North East	80,141	Freehold	7.6	7.6	9.1	7.5	9.1
47	Hanover House	Hanover House, Northgate, Bridgwater, TA6 3HG	South West	21,598	Freehold	2.6	7.6	2.1	2.1	2.1
48	Ladywell House	Ladywell House, Edinburgh EH12 7TF	Scotland	54,622	Freehold	2.5	9.5	7.4	9.3	7.4
49	Lindsay House	Lindsay House, 18-30 Ward Road, Dundee, DD1 1NE	Scotland	38,803	Freehold	2.6	7.6	4.7	4.4	4.7
50	29 Newport Road, Cardiff	Ty Cambria, 29 Newport Road, Cardiff, CF24 0TP	Wales	33,749	Freehold	3.0	8.0	4.9	5.2	4.9
51	Phoenix House	Phoenix House, Rushton Avenue, Leeds Old Road, Bradford, BD3 7BH	Yorkshire	37,649	Freehold	2.2	2.2	4.4	4.5	4.4
52	Portland House	Portland House, West Dyke Road, Redcar, TS10 1DH	Yorkshire	9,559	Freehold	2.6	7.7	0.9	0.8	0.9
53	Sidlaw House	Sidlaw House, Dundee, DD2 1DX	Scotland	61,250	Freehold	1.9	6.9	6.0	5.9	6.0
54	St Katherine's House	St Katherine's House, 21-27 St Katherine's Street, Northampton, NN1 1RS	Midlands	27,745	Freehold	3.4	3.4	2.1	2.5	2.1
55	Temple House	Temple House, Wolverhampton, WV2 4AU	Midlands	27,523	Freehold	2.6	7.6	3.0	3.1	3.0
56	Theatre Buildings	Theatre Buildings, Billingham, TS23 2NA	North East	7,261	Freehold	2.6	7.6	0.7	0.6	0.7
57	Units 1-2 Dallas Court	Units 1-2, Dallas Court, Salford, M50 2GF	North West	16,044	Leasehold (91 years)	3.8	3.8	1.5	1.7	1.5
58	St. Cross House	St Cross House, 18 Bernard Street, Southampton, SO14 3PJ	South East	42,985	Freehold	2.6	7.7	5.5	5.7	5.5

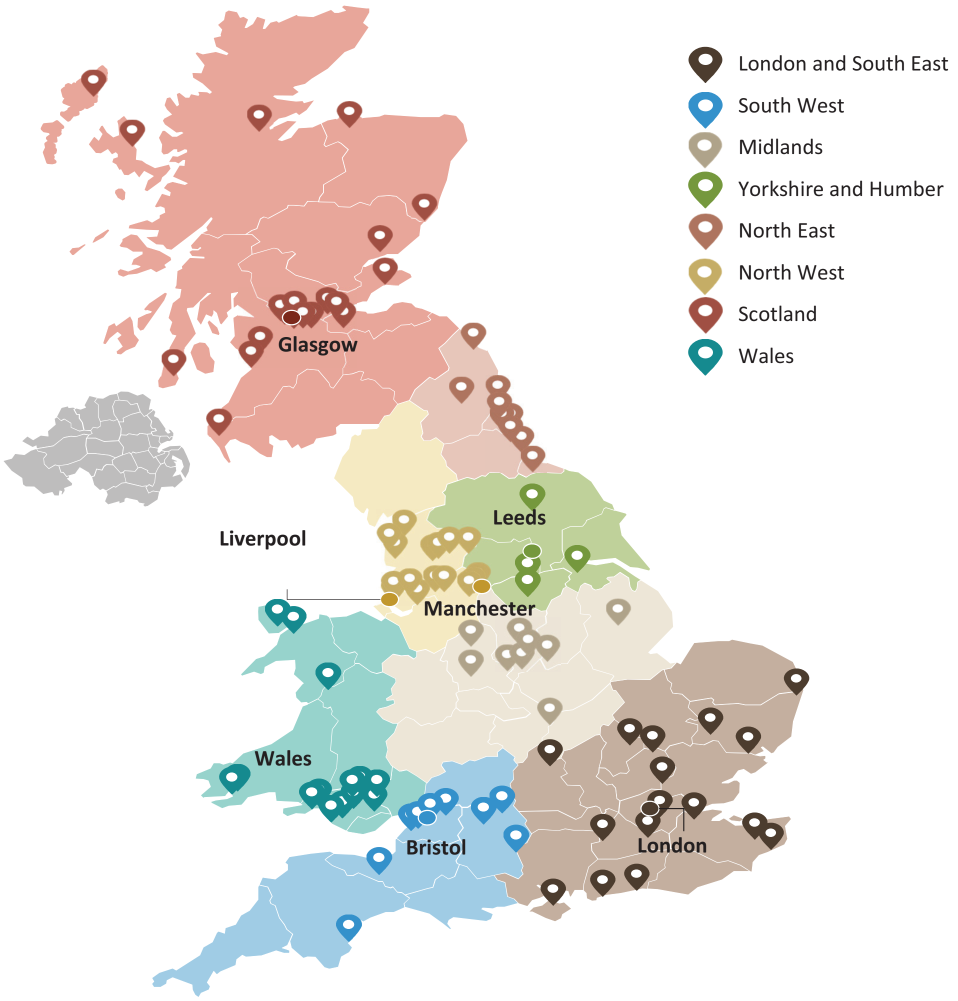
Notes:
(1) As of 14 August 2020.
(2) The aggregate valuation of the New Properties by Colliers is £212,540,000.
(3) The aggregate valuation of the New Properties by BNP Paribas is £205,242,500.

2. EXISTING PORTFOLIO

Description of the Existing Portfolio

The Existing Portfolio comprises 97 commercial buildings located across the UK, which are primarily occupied by the Department for Work and Pensions, the UK Government's largest public service department that is responsible for crucial welfare, pensions and child maintenance services for approximately 20 million claimants.

The spread of the Existing Portfolio across the UK is set out in the diagram and table below.



Region	Number of Properties	Gross Rental Income per annum (£'Million)	% of Gross Rental Income
London and South East	16	4.7	20.3%
South West	9	2.5	10.5%
Midlands	9	1.6	6.8%
Yorkshire and Humber	4	0.3	1.2%
North East	9	1.2	5.2%
North West	16	5.3	22.9%
Scotland	20	5.9	25.3%
Wales	14	1.8	7.7%
Total	**97**	**23.3**	**100.0%**

The table below shows selected information on the Existing Portfolio.

	Property	Address	City / Town	Land Tenure	Net Internal Area (sq ft)	Valuation
1	Nutwood House, Canterbury	Chaucer Road, Canterbury, CT1 1ZZ	Canterbury	Freehold	27,673	£9,600,000
2	Broadlands House, Newport (IOW)	Staplers Road, Newport, Isle of Wight, PO30 2HX	Newport (IOW)	Freehold	31,930	£8,360,000
3	Beaufort House, Harlow	Crown Gate, Harlow, CM20 1NA	Harlow	Freehold	28,170	£6,411,650
4	Crown House, Chatham	The Brook, Chatham, ME4 4LQ	Chatham	Freehold	30,317	£6,654,910
5	High Road, Ilford	564-570 High Road, Ilford, IG3 8EJ	Ilford	Freehold	18,741	£5,791,915
6	Crown House, Worthing	High Street, Worthing, BN11 1NG	Worthing	Freehold	31,503	£6,100,000
7	The Forum, Stevenage	Stevenage, SG1 1EZ	Stevenage	Freehold	18,609	£4,818,873
8	Palting House, Folkestone	Trinity Road, Folkestone, CT20 2RH	Folkestone	Freehold	36,566	£4,800,000
9	Crown Buildings, Colchester	40 Chapel Street South, Colchester, CO2 7AZ	Colchester	Freehold	19,152	£3,825,000
10	Crown Building, Banbury	Southam Road, Banbury, OX16 2EX	Banbury	Freehold	25,051	£4,112,260
11	St Andrew’s House, Bury St Edmunds	St Andrew’s Street North, Bury St Edmunds, IP33 1TT	Bury St Edmunds	Freehold	28,863	£3,272,432
12	Wyvern House, Bedford	53-57 Bromham Road, Bedford, MK40 2EH	Bedford	Freehold	23,803	£3,162,386
13	Gloucester House, Bognor Regis	High Street, Bognor Regis, PO21 1HH	Bognor Regis	Freehold	21,254	£3,029,171
14	Rishton House, Lowestoft	Clapham Road South, Lowestoft, NR32 1RW	Lowestoft	Freehold	41,656	£2,710,616
15	South Western House, Aldershot	Station Road, Aldershot, GU11 1HP	Aldershot	Freehold	19,924	£2,241,471
16	East Street, Epsom	50 East Street, Epsom, KT17 1HQ	Epsom	Freehold	8,687	£2,554,234
17	Spring Gardens House, Swindon	Princes Street, Swindon, SN1 2HY	Swindon	Freehold	47,918	£7,807,501
18	Brendon House, Taunton	Upper High Street, Taunton, TA1 3RL	Taunton	Freehold	41,750	£5,560,238
19	Lodge House, Bristol	Fishponds Road, Bristol, BS16 3HZ	Bristol	Freehold	25,979	£4,000,000
20	St Paul’s House, Chippenham	Marshfield Road, Chippenham, SN15 1LA	Chippenham	Freehold	16,207	£3,695,242
21	Cotswold House, Torquay	Warren Road, Torquay, TQ2 5UX	Torquay	Freehold	21,895	£3,250,000
22	Regent House, Weston Super Mare	High Street, Weston Super Mare, BS23 1JH	Weston Super Mare	Freehold	21,704	£2,722,200
23	Summerlock House, Salisbury	Summerlock Approach, Salisbury, SP2 7RW	Salisbury	Freehold	17,136	£2,722,200
24	Monks Park Avenue, Bristol	1 Monks Park Avenue, Horfield, Bristol, BS7 0UD	Bristol	Freehold	10,183	£2,160,000

	Property	Address	City / Town	Land Tenure	Net Internal Area (sq ft)	Valuation
25	Kent Street, Bristol	17-19 Kent Street, Bedminster, Bristol, BS3 3NW	Bristol	Freehold	6,339	£1,040,000
26	Holborn House, Derby	Wyvern Business Park, Stanier Way, Derby, DE21 6BF	Derby	Freehold	35,120	£6,440,609
27	Lothersdale House, Wellingborough	West Villa Road, Wellingborough, NN8 4TA	Wellingborough	Freehold	32,113	£4,019,589
28	Upper Huntbach Street, Stoke On Trent	91 Upper Huntbach Street, Hanley, Stoke on Trent, ST1 2BX	Stoke On Trent	Freehold	21,540	£2,739,576
29	Crown House, Grantham	49A Castlegate, Grantham, NG31 6SY	Grantham	Freehold	24,962	£2,650,000
30	Beecroft Road, Cannock	Beecroft Road, Cannock, WS11 1JR	Cannock	Freehold	31,517	£1,778,118
31	Crown Buildings, Ilkeston	58 South Street, Ilkeston, DE7 8TU	Ilkeston	Freehold	18,352	£1,419,019
32	Tannery House, Alfreton	King Street, Alfreton, DE55 7AF	Alfreton	Freehold	10,226	£1,164,175
33	Acacia Walk, Nottingham	3 Acacia Walk, Beeston, Nottingham, NG9 2LW	Nottingham	Freehold	4,306	£776,117
34	Crown House, Burton On Trent	New Street, Burton On Trent, DE14 3SL	Burton On Trent	Freehold	45,897	£1,766,534
35	Elder House, Northallerton	East Road, Northallerton, DL6 1NU	Northallerton	Freehold	14,517	£978,834
36	Low Hall, Pontefract	Market Street, Hemsworth, Pontefract, WF9 4HP	Pontefract	Freehold	14,208	£874,579
37	Crown Buildings, Mexborough	Adwick Road, Mexborough, S64 0BD	Mexborough	Freehold	14,994	£660,278
38	Mulberry House, Goole	North Street, Goole, DN14 5RA	Goole	Freehold	6,202	£417,018
39	St Andrew’s House, Hexham	Haugh Lane, Hexham, NE46 3RB	Hexham	Freehold	21,451	£3,058,131
40	Ward Jackson House, Hartlepool	Wesley Square, Hartlepool, TS24 8EZ	Hartlepool	Freehold	20,451	£2,328,350
41	Hadrian House, Eston	81 High Street, Eston, Middlesbrough, TS6 9EN	Easton	Freehold	24,219	£1,546,441
42	Broadway House, Houghton Le Spring	Frederick Place, Houghton Le Spring, DH4 4AH	Houghton Le Spring	Freehold	20,075	£1,592,777
43	John Street, Sunderland	60-66 John Street, Sunderland, SR1 1QT	Sunderland	Freehold	17,894	£1,405,000
44	Reiverdale House, Ashington	Reiverdale Road, Ashington, NE63 9YU	Ashington	Freehold	23,702	£1,181,551
45	Hatfield House, Peterlee	St Cuthberts Road, Peterlee, SR8 1PB	Peterlee	Freehold	19,889	£1,106,256
46	St John’s Square, Seaham	St John’s Square, Seaham, SR7 7JE	Seaham	Freehold	6,658	£654,486
47	Norham House, Berwick Upon Tweed	15 Walkergate, Berwick Upon Tweed, TD15 1DS	Berwick Upon Tweed	Freehold	7,766	£434,394

	Property	Address	City / Town	Land Tenure	Net Internal Area (sq ft)	Valuation
48	Peel Park, Blackpool	Brunel Way, Blackpool, FY4 5ES	Blackpool	Freehold	156,542	£28,210,000
49	Hilden House, Warrington	Winmarleigh Street, Warrington, WA1 1LA	Warrington	Freehold	50,841	£7,083,512
50	Blackburn Road, Burnley	Blackburn Road, Burnley, BB12 7NQ	Burnley	Freehold	46,405	£5,971,464
51	Mitre House, Lancaster	Church Street, Lancaster, LA1 1EQ	Lancaster	Freehold	64,597	£4,662,491
52	Heron House, Stockport	Wellington Street, Stockport, SK1 3BE	Stockport	Freehold	43,271	£3,967,462
53	Duchy House, Preston	96 Lancaster Road, Preston, PR1 1NS	Preston	Freehold	43,805	£4,185,000
54	Palatine House, Preston	Lancaster Road, Preston, PR1 1NS	Preston	Freehold	36,257	£3,540,000
55	St Martin’s House, Bootle	Stanley Road, Bootle, L69 9BN	Bootle	Freehold	85,453	£4,008,005
56	Wilmslow Road, Manchester	96 Wilmslow Road, Manchester, M14 5BJ	Manchester	Freehold	20,807	£2,484,731
57	Beech House, Hyde	Clarendon Street, Hyde, SK14 2LP	Hyde	Freehold	39,550	£2,519,483
58	Lee-Moran House, Burnley	Victoria Street, Burnley, BB11 1DD	Burnley	Freehold	17,886	£2,154,592
59	Roydale House, Leigh	2-10 Windermere Road, Leigh, WN7 1UT	Leigh	Freehold	21,022	£1,268,429
60	Hougoumont House, Liverpool	29 Hougoumont Avenue, Waterloo, Liverpool, L22 0PB	Liverpool	Freehold	17,082	£1,251,054
61	Springfield House, Liverpool	416 Eaton Road, Liverpool, L12 3HT	Liverpool	Freehold	10,534	£1,135,215
62	Silver Street, Bury	Silver Street, Bury, BL9 0DP	Bury	Freehold	9,352	£1,002,001
63	Roskell House, Fleetwood	11-27 Kemp Street, Fleetwood, FY7 6JX	Fleetwood	Freehold	5,863	£527,064
64	Glasgow Benefits Centre, Glasgow	Northgate, 96 Milton Street, Glasgow, G4 0DX	Glasgow	Freehold	137,287	£31,765,000
65	Parklands, Falkirk	Callendar Boulevard, Falkirk, FK1 1XT	Falkirk	Freehold	81,350	£7,413,651
66	Atlas Road, Glasgow	200 Atlas Road, Glasgow, G21 4DL	Glasgow	Freehold	49,788	£4,488,734
67	Coustonholm Road, Glasgow	8 Coustonholm Road, Glasgow, G43 1SS	Glasgow	Freehold	36,124	£3,625,739
68	Bowling Green Street, Bellshill	417 Main Street, Bellshill, ML4 1HT	Bellshill	Freehold	23,512	£2,843,830
69	Wallacetoun House, Ayr	John Street, Ayr, KA8 0BX	Ayr	Freehold	28,299	£3,046,547
70	Claverhouse Industrial Park, Dundee	6 Jack Martin Way, Dundee, DD4 9FF	Dundee	Freehold	48,269	£3,376,686
71	Crown Building, Kilmarnock	12 and 14 Woodstock Street, Kilmarnock, KA1 2BN	Kilmarnock	Freehold	36,696	£3,434,606
72	Flemington House, Motherwell	600 Windmillhill Street, Motherwell, ML1 2HN	Motherwell	Freehold	29,381	£2,820,663

	Property	Address	City / Town	Land Tenure	Net Internal Area (sq ft)	Valuation
73	Whitburn Road, Bathgate	31-33 Whitburn Road, Bathgate, EH48 1HG	Bathgate	Freehold	31,484	£2,756,951
74	Heron House, Falkirk	Wellside Place, Falkirk, FK1 5SE	Falkirk	Freehold	25,454	£2,635,321
75	Pollokshaws Road, Glasgow	159-181 Pollokshaws Road, Glasgow, G41 1PU	Glasgow	Freehold	15,812	£1,957,667
76	Trinity Road, Elgin	13-21 Trinity Road, Elgin, IV30 1RJ	Elgin	Freehold	17,427	£1,476,938
77	Discovery House, Stornoway	2 Castle Street, Stornoway, HS1 2BA	Stornoway	Freehold	7,276	£1,117,840
78	St John Street, Stranraer	12 St John Street, Stranraer, DG9 7EL	Stranraer	Freehold	6,402	£712,406
79	Hall Street, Campbeltown	40 Hall Street, Campbeltown, PA28 6BZ	Campbeltown	Freehold	8,288	£567,608
80	Castlestead House, Montrose	4 Castle Place, Montrose, DD10 8AL	Montrose	Freehold	4,246	£428,602
81	High Street, Dingwall	3 High Street, Dingwall, IV15 9HL	Dingwall	Freehold	3,438	£330,139
82	Bayfield Road, Portree	Bayfield Road, Portree, Isle of Skye, IV51 9EN	Portree	Freehold	1,943	£312,763
83	Waggon Road, Leven	9 Waggon Road, Leven, KY8 4PT	Leven	Freehold	4,901	£306,971
84	Parc Menai, Bangor	Parc Menai, Bangor, LL57 4FD	Bangor	Long Leasehold (Lease expires in 2255)	31,674	£3,973,254
85	Crown Buildings, Bridgend	Angel Street, Bridgend, CF31 4AA	Bridgend	Freehold	46,058	£4,286,017
86	High Street, Swansea	37-38 High Street, Swansea, SA1 1LS	Swansea	Freehold	19,609	£2,160,384
87	Crown Buildings, Caerphilly	Claude Road, Caerphilly, CF83 1WT	Caerphilly	Freehold	21,000	£1,540,649
88	Cleddau Bridge Business Park, Pembroke Dock	Pembroke Dock, SA72 6UP	Pembroke Dock	Freehold	19,418	£1,430,603
89	Crown Buildings, Aberdare	Greenbach Street, Aberdare, CF44 7HU	Aberdare	Freehold	24,290	£1,262,637
90	Oldway House, Swansea	Clase Road, Morriston, Swansea, SA6 8BT	Swansea	Freehold	14,575	£1,251,054
91	Thistle House, Tonypandy	Llwynypia Road, Tonypandy, CF40 2EP	Tonypandy	Freehold	14,650	£1,198,926
92	Bridge Street, Llangefni	Bridge Street, Llangefni, LL77 7YJ	Llangefni	Freehold	9,601	£764,533
93	Quay Street, Haverfordwest	16-20 Quay Street, Haverfordwest, SA61 1BH	Haverfordwest	Freehold	8,603	£839,828
94	Hannah Street, Porth	35 Hannah Street, Porth, CF39 9RB	Porth	Freehold	7,018	£660,278
95	Crown Buildings, Abertillery	Portland Street, Abertillery, NP13 1YF	Abertillery	Freehold	9,159	£411,226

	Property	Address	City / Town	Land Tenure	Net Internal Area (sq ft)	Valuation
96	Dock Street, Porthcawl	Dock Street, Porthcawl, CF36 3BL	Porthcrawl	Freehold	3,023	£318,555
97	Maengwyn Street, Machynlleth	43-45 Maengwyn, Machynlleth, SY20 8EB	Machynlleth	Freehold	3,655	£173,757

3. ENLARGED PORTFOLIO

The table below sets out selected information on the Existing Portfolio and the Enlarged Portfolio.

	New Properties	Existing Portfolio	Enlarged Portfolio
Net Internal Area (sq ft)	1,307,064	2,557,880	3,864,944
Valuation (£ million)	212.5	319.1(1)	531.6(2)
Committed Occupancy (%)	100%	100%	100%
WALE to Expiry by Gross Rental Income as at 14 August 2020 (years)	7.4	7.8	7.7
WAULT to Break by Gross Rental Income as at 14 August 2020 (years)	4.4	3.9	4.1

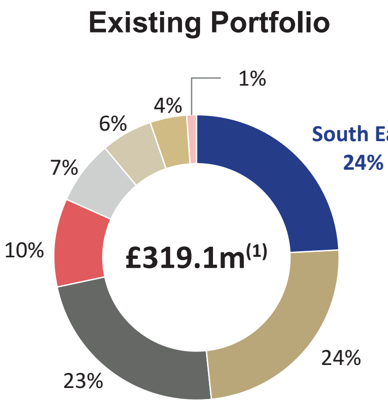
Notes:

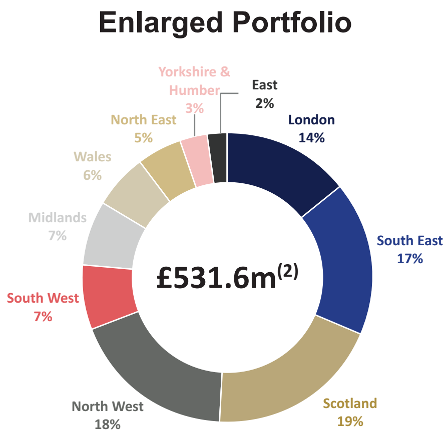
(1) Colliers are of the opinion that the aggregate market value, as at 31 August 2019, of the Existing Portfolio is £319,055,000. The same values have been reconfirmed by the valuer as of 31 December 2019.

(2) Comprising valuations of the Existing Portfolio as described in footnote (1) above and valuations of the New Properties by Colliers.

Geographical Diversification of the Enlarged Portfolio

The charts below shows the geographical diversification of the Enlarged Portfolio by valuation as at 14 August 2020, in comparison with the Existing Portfolio.





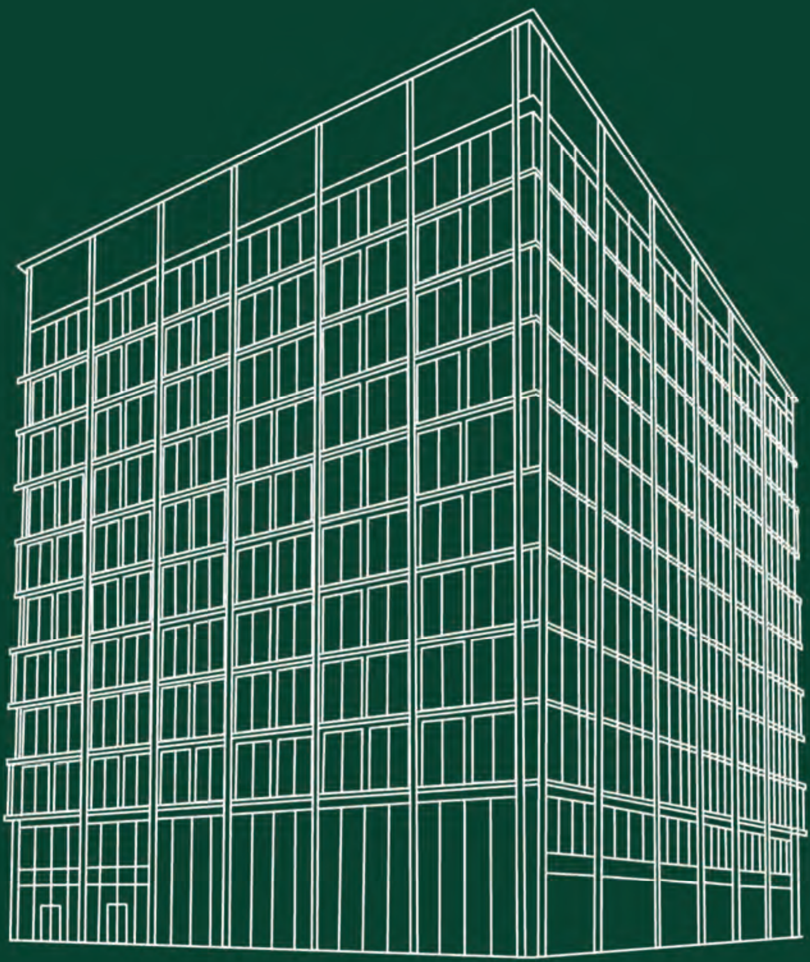
Notes:

(1) Colliers are of the opinion that the aggregate market value, as at 31 August 2019, of the Existing Portfolio is £319,055,000. The same values have been reconfirmed by the valuer as of 31 December 2019.

(2) Comprising valuations of the Existing Portfolio as described in footnote (1) above and valuations of the New Properties by Colliers.

VALUATION CERTIFICATES

BNP PARIBAS
REAL ESTATE



VALUATION REPORT

Prepared for Perpetual (Asia) Limited
in its capacity as Trustee of Elite
Commercial REIT

OCTOBER 2020

OCTOBER 2020

PREPARED FOR PERPETUAL (ASIA) LIMITED
IN ITS CAPACITY AS TRUSTEE OF ELITE COMMERCIAL REIT

Valuation

Perpetual (Asia) Limited
(in its capacity as Trustee of Elite Commercial REIT)
8 Marina Boulevard
#05-02, Marina Bay Financial Centre
Singapore 018981

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Our Ref: PGS/208452/RepV6.1

7 October 2020

PROJECT GEMSTONES II: THE ACQUISITION OF A PORTFOLIO OF 58 PROPERTIES ("THE PORTFOLIO") VALUATION AS AT 14 AUGUST 2020

1. TERMS OF REFERENCE

1.1 INSTRUCTIONS

This valuation for has been prepared in order to assist you with your proposed acquisition of the Portfolio is prepared in accordance with the terms of our proposal letter of 3 September 2020 as confirmed by yourselves on 4 September 2020 and the Valuation Procedures and Assumptions enclosed with that letter. You intend to hold the Portfolio as an investment.

This report comprises a summary of a full comprehensive valuation report of the same date which has also been prepared and which is vested with Perpetual (Asia) Limited (in its capacity as Trustee of Elite Commercial REIT).

1.2 DATE OF VALUATION

14 August 2020. The importance of the valuation date must be stressed as property values may change over a relatively short period.

1.3 STANDARDS

The report has been prepared in accordance with RICS Valuation – Global Standards 2020, (the "Red Book").

1.4 INDEPENDENCE AND OBJECTIVITY

BNP Paribas Real Estate UK ("BNPPRE") have had no material involvement with either the Portfolio or the properties or any other party connected with this Portfolio and we are aware of nothing that could create a conflict with our duty to provide you with an objective and independent valuation. We have undertaken this valuation in the capacity of External Valuers.

1.5 VALUER DETAILS

This report has been prepared by Peter Sudell MA FRICS and Ben Moon MRICS FNARA supported by a team of RICS Registered Valuers across the UK. We confirm that they have the knowledge, skills and understanding to undertake this valuation competently.

1.6 INDEMNITY

To the fullest extent permitted by law and regulation relating to listing on the Singapore Stock Exchange, BNP Paribas Real Estate excludes all liability arising from the use of or reliance on its valuations by any person other than the addressee of the valuation for any purpose whatsoever.

We confirm that we hold professional indemnity insurance in respect of the service to be provided.

In respect of this Report, we have agreed that clause 14.4 (b) in our Terms and Conditions of Business does not apply and is substituted with the following clause:

> Section 14.4(b) Limitation of Liability
>
> "Subject to clause 14.3 our aggregate liability to you in contract, tort (including negligence or breach of statutory duty), misrepresentation, restitution or otherwise in connection with any matter under the Terms of Engagement will be limited to £25,000,000."

The above liability caps is subject to the extent permitted by the Securities and Futures Act, Chapter 289 of Singapore.

2. EXTENT OF DUE DILIGENCE & INFORMATION SOURCES

2.1 INSPECTION

All the properties save for 29 Newport Road, Cardiff, have been formally inspected both internally and externally between 7th and 10th July 2020. An internal inspection of the Cardiff property was not possible due to COVID-19 restrictions. In context of the portfolio as a whole this limitation will not materially impact the valuation reported.

2.2 FLOOR AREAS

As instructed we have relied upon the areas provided by the Vendor which we have not verified these areas. We assume that they have been measured in accordance with the RICS Code of Measuring Practice 2007 (6th Edition).

2.3 CONDITION

We have reviewed existing technical and building due diligence reports provided to us, and as detailed in each individual report, and have had regard to these in undertaking our valuations.

Our valuations otherwise assume:

(i) That except for any defects specifically noted in our individual property reports, the properties are in good condition.
(ii) That no construction materials have been used that are deleterious, or likely to give rise to structural defects.
(iii) That no hazardous materials are present, including asbestos.
(iv) That all relevant statutory requirements relating to use or construction have been complied with.
(v) That any services, together with any associated computer hardware and software, are fully operational and free from impending breakdown or malfunction

We have however reflected the general condition noted during the course of our valuation inspections and any defects or hazards of which we become aware in the course of our investigations. Any matters that we consider material to the valuation will be referred to in our report.

It should be appreciated that our inspection is limited to those accessible and visible parts of the property, where safe to do so. Intrusive investigations are not undertaken as part of our standard inspection for valuation purposes.

2.4 ENVIRONMENTAL INVESTIGATION

We have reviewed environmental reports that the Vendor has previously commissioned insofar as they are referred to in our individual property reports.

We have not made any investigations regarding soil stability, mining, geographical conditions or contaminated land and, unless provided with information to the contrary, our valuation will assume:

(i) That the site is physically capable of development or redevelopment, when appropriate, and that no special or unusual costs will be incurred in providing foundations and infrastructure.
(ii) That there are no archaeological remains on or under the land which could adversely impact on value.
(iii) That the property is not adversely affected by any form of pollution or contamination.

(iv) That there is no abnormal risk of flooding.
(v) That there are no high voltage overhead cables or large electrical supply equipment at or close to the property.
(vi) That the Property is not located within a radon affected area.
(vii) That no Japanese Knotweed, or any other invasive species, is present at the Property or within close proximity to the Property.
viii) That the Property is free of notifiable diseases and infestation by pests.

We have, however, commented on any factors discovered during the course of our valuation enquiries that could affect the market perception of risks caused by these factors.

2.5 TENURE, TITLE AND TENANCIES

We have reviewed legal reports that the Vendor has previously commissioned insofar as they are referred to in our individual property reports.

We have relied upon information provided by the Seller and your solicitors relating to tenure and related matters, in particular final draft Reports on Title and associated documents prepared by Eversheds Sutherlands on the 5 and 6 October 2020. We have not commissioned a formal legal search and have assumed the information provided to be accurate, up-to-date and complete.

We have assumed unless informed to the contrary that the Properties have a good and marketable title, that all documentation is satisfactorily drawn and that there are no encumbrances, restrictions, easements or other outgoings of an onerous nature which would have a material effect on value. Where we have seen documentation we recommend that reliance should not be placed on our interpretation without verification by your solicitors.

Where we have been supplied with copies of the headleases and leases, this has been stated in our individual reports and our valuation is on the assumption that these interests are not subject to any easements, wayleaves, restrictive covenants, tenancies or encumbrances other than those notified to us.

We have not made any specific enquiries as to the financial standing of actual or prospective tenants other than those a competent valuer would make when appraising and valuing the Properties.

2.6 TOWN PLANNING

We have made internet based enquiries of the relevant Local Authority websites.

We have made informal enquiries of the local planning and highway authorities and also relied on information that is available through local government websites. Any information obtained is assumed to be correct. No local searches have been instigated.

Except where stated to the contrary in our individual property reports, we have assumed that the use to which the property is put is lawful and that there are no local authority planning or highway proposals that might involve the use of compulsory purchase powers or otherwise directly affect the property.

2.7 PLANT AND MACHINERY

We have included in our valuations those items of plant and machinery normally considered to be part of the service installations to a building and which would normally pass with the property on a sale or letting.

We have excluded all items of process plant and machinery and equipment, together with their special foundations and supports, fixtures and chattels, vehicles, stock and loose tools, and tenant’s fixtures and fittings.

2.8 MAINS SERVICES

We have assumed that all mains services are connected to the Properties, unless otherwise stated in our report.

We have not obtained written confirmation from the service providers and are unable to report on condition or offer any warranty.

2.9 MISCELLANEOUS REGULATORY REQUIREMENTS

We have assumed that the Properties are compliant with all regulatory requirements relating to its occupation including the Equality Act 2010 and the Regulatory Reform (Fire Safety) Order 2005.

3. VALUATION RATIONALE

3.1 THE TENANT

Probably the most important valuation consideration in the respect of the Portfolio is the nature of the tenant. For 99% of the income (all properties except Norwich) the tenant is effectively a UK government entity with the majority of the properties being used as Job Centres.

The UK Government has an undoubted covenant and, unlike many others, we understand has continued to pay rent throughout the COVID-19 pandemic. We also consider a potential purchaser of the portfolio would assume that the UK Government is unlikely to exit the majoirty of the properties on break or expiry in the next few years given the current economic crisis resulting from the COVID-19 pandemic and, in respect of the Job Centres and DWP offices in particular, because of the anticipated significant increase in unemployment.

Our valuation approach which we set out below is therefore based on such an assumption.

3.2 APPROACH TO VALUATION

Given the nature of the portfolio and the issues relating to the break options and the requirement for a 12 month notice to be provided by the tenant, we consider the appropriatel way to value a portfolio such as this would be as a single lot rather than as individual units. This is because a purchaser of a individual unit is more likely to reflect the potential adverse impact of a single break being exercised than a purchaser of the portfolio who, as we have stated above, will reflect that it is probable that only a limited number of such breaks will be exercised across the portfolio. This argument is further strengthened when we consider the majority of the rents in the portfolio were rebased in 2018, hence the rents are closely aligned to current market rents and the specific use of many of the buildings as Job Centres.

Investor demand for long income investments is strong at present and particularly those let to Government entities. Hence there is a materal yield differential between a term certain of say eight years and one of three years. So the assumption that the majority of the breaks will not be exercised increases the value those properties with shorter terms certain.

It is important to note that this argument does not necessarily apply to the properties in London and the South East as firstly there is strong demand for such assets let to Government entities regardless of lease length often due to their alternative use potential, ie the quality of the underlying real estate, and secondly because they are mostly let without break until 2028 in any case. Hence, we do not consider that this portfolio premium argument applies to this category of properties and have accordingly valued these on an individual unit basis.

However, as the majority of the remainder of the properties are generally poorer quality reality estate with generally limited alternative use potential located in largely economically and demographically weaker locations, the portfolio premium argument is more applicable given the wider yield differential between short and longer term income.

In order to derive valuations of the individual properties we have applied the income capitalisation approach, with a secondary cross check against direct comparables, and have subequently applied a premium, where appropriate, to reflect the portoflio assumption.

Our overall approach has thus been driven by applying a yield to each such property reflecting an an average term certain of closer to the additional five years which would accrue should the break not be exercised compared to the actual term certain of each individual unit given our assumption as to the likelihood of the breaks not being exercised for most of these units typically in March 2023.

At a portfolio level therefore, we have applied a portfolio premium of c.7% to the aggregate unit values were they to be sold individually. We consider this approach reflects the fair value of owning a portfolio such as this.

In terms of yields applied to the individual units, the average initial yield for London and the South East is 4.76% and for the remainder of the UK, 8.46%, the differential reflecting the fundamentals of location, opportunity, lease term and quality of the relative real estate.

4. VALUATION

4.1 MARKET CONDITIONS EXPLANATORY NOTE: NOVEL CORONAVIRUS (COVID-19)

The outbreak of COVID-19, declared by the World Health Organisation as a “Global Pandemic” on the 11th March 2020, has and continues to impact many aspects of daily life and the global economy – with some real estate markets having experienced lower levels of transactional activity and liquidity. Travel restrictions have been implemented by many countries and “lockdowns” applied to varying degrees. Whilst restrictions have now been lifted in some cases, local lockdowns may continue to be deployed as necessary and the emergence of significant further outbreaks or a “second wave” is possible.

The pandemic and the measures taken to tackle COVID-19 continue to affect economies and real estate markets globally. Nevertheless, as at the valuation date some property markets have started to function again, with transaction volumes and other relevant evidence returning to levels where an adequate quantum of market evidence exists upon which to base opinions of value. Accordingly, and for the avoidance of doubt, our valuation is not reported as being subject to ‘material valuation uncertainty’ as defined by VPS 3 and VPGA 10 of the RICS Valuation – Global Standards.

For the avoidance of doubt this Explanatory Note has been included to ensure transparency and to provide further insight as to the market context under which the valuation opinion was prepared. In recognition of the potential for market conditions to move rapidly in response to changes in the control or future spread of COVID-19 we highlight the importance of the valuation date.

4.2 MARKET VALUE DEFINITION

Our valuation is on the basis of Market Value. This is an internationally recognised basis and is defined as:

“The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.”

The Portfolio has been valued on the basis of Market Value but subject to specific Special Assumptions as detailed below:

- that each property would be transferred will be transferred within a corporate vehicle and that as such a deduction of only 1.8% for Purchaser’s Costs is therefore appropriate
- that the Portfolio would be sold as a single lot of 58 properties and not as separate entities

Our valuation has been arrived at primarily after consideration of market evidence for similar properties.

Property values may change significantly over a relatively short period. Consequently our valuation may not be valid on any date other than the stated valuation date.

The Market Value is the price that would be agreed, with no adjustment made for costs that would be incurred by the parties in any transaction, including any liability for VAT, stamp duty or other taxes. It is also gross of any mortgage or similar financial encumbrance.

4.3 MARKET VALUE

We are of the opinion that the Market Value of the Portfolio subject to the Special Assumptions as set above is:

	Market Value
Project Gemstones II Portfolio of 58 Properties	**£205,242,500**
	(Two hundred and five million, two hundred and forty two thousand five hundred pounds)

The above represents a Market Value of £157 per sq ft based on the portfolio's net internal area.

5. GENERAL CONDITIONS

This report and valuation has been prepared on the basis that there has been full disclosure of all relevant information and facts which may affect the valuation. It has been prepared solely for the purpose of advising on the current market value of the Portfolio and may be inappropriate for any other purpose.

BNP Paribas Real Estate provides its consent for the inclusion of this letter in the circular to unitholders of Elite Commercial REIT (this “Circular”) and reference of this letter in SGXnet announcements to be issued by Elite Commercial REIT Management Pte Ltd (as manager of Elite Commercial REIT) in connection with the acquisition of the Properties for information purposes only. Recipients of the Circular should take note of the liability disclaimers contained in our Full Valuation Report dated 7 October 2020.

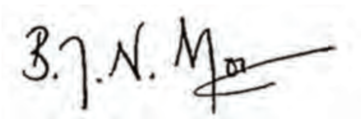
This report is otherwise for the stated purpose and is confidential to Perpetual (Asia) Limited (in its capacity as Trustee of Elite Commercial REIT). It may not be disclosed to any other third party without our prior written consent. In breach of this condition, no responsibility can be accepted to third parties for the comments or advice contained in this report.

Yours faithfully

Peter Sudell MA FRICS
RICS Registered Valuer
Executive Director

For and on behalf of BNP Paribas Real Estate

This report has been reviewed by



Ben Moon MRICS, FNARA
RICS Registered Valuer
Senior Director

Appendix 1 - Schedule of Apportioned Capital Values

Name	Owner	Tenure	Tenant	Lease Expiry	Lease Break	Gross Passing Rent	Gross Rental Value	Apportioned Portfolio Value	Initial Yield	Equivalent Yield	Reversionary Yield
Medwyn House, Mountfield Road, Lewes, BN7 2XP	Elite Amphora Limited	Office building extending to 23,217 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£305,187	£307,631	£5,750,000	5.21%	5.04%	5.26%
Crown Buildings, Bradford Street, Tonbridge, TN9 1DX	Elite Amphora Limited	Office building extending to 10,549 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£146,679	£147,681	£2,900,000	4.97%	4.81%	5.00%
Raydean House, Western Parade, Great North Road, New Barnet, EN5 1AD	Elite Amphora Limited	Office building extending to 21,958 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£339,257	£329,376	£7,850,000	4.25%	4.02%	4.12%
Crown House, 30 Main Road, Romford, RM1 3HH	Elite Amphora Limited	Office building extending to 34,279 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£529,376	£548,462	£11,475,000	4.53%	4.48%	4.70%
52-53 Medina Road, Finsbury Park, London, N7 7JX	Elite Amphora Limited	Office building extending to 15,365 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£276,963	£276,579	£6,550,000	4.15%	4.01%	4.15%
86-92 Uxbridge Road, Ealing, London, W13 8RA	Elite Amphora Limited	Office building extending to 17,218 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£443,362	£447,667	£10,575,000	4.12%	3.98%	4.16%
Crown Building, 10 Finchley Lane, Hendon London, NW4 1DP	Elite Amphora Limited	Office building extending to 15,424 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£254,200	£254,491	£5,550,000	4.50%	4.34%	4.50%
Kilner House, 197 Freemasons Road, Canning Town, London, E16 3PD	Elite Amphora Limited	Office building extending to 13,145 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£270,570	£269,477	£6,100,000	4.36%	4.19%	4.34%
Collyer Court, Collyer Place, Peckham, London, SE15 5DL	Elite Amphora Limited	Office building extending to 15,586 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£361,209	£366,274	£8,250,000	4.30%	4.19%	4.36%
24-26 Peckham High Street, Peckham, London, SE15 5DT	Elite Amphora Limited	Office building extending to 17,967 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£416,388	£422,227	£9,500,000	4.31%	4.20%	4.37%
Oates House, 1 Tramway Avenue, Stratford, London, E15 4PN	Elite Amphora Limited	Office building extending to 14,659 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£351,825	£366,484	£8,375,000	4.13%	4.11%	4.30%
St Katherine's House, 21-27 St Katherine's Street, Northampton, NN1 2LX	Elite Cask Limited	Office building extending to 27,745 sq ft. Freehold.	Secretary of State for Communities & Local Government	24-Dec-23		£209,430	£194,215	£2,472,500	8.32%	6.89%	7.72%

Name	Owner	Tenure	Tenant	Lease Expiry	Lease Break	Gross Passing Rent	Gross Rental Value	Apportioned Portfolio Value	Initial Yield	Equivalent Yield	Reversionary Yield
St. Cross House, 18 Bernard Street, Southampton, SO14 3PJ	Elite Cask Limited	Office building extending to 42,985 sq ft. Freehold.	Secretary of State for Communities & Local Government	30-Apr-28	1-Apr-23	£455,000	£451,343	£5,665,000	7.89%	6.83%	7.83%
Ladywell House, Ladywell Road, Edinburgh, EH12 7TF	Elite Cask Limited	Office building extending to 54,622 sq ft. Heritable.	Scottish Ministers	25-Jan-30	26-Jan-23	£675,000	£655,464	£9,315,000	7.12%	5.98%	6.91%
Blackburn House, 1 Theatre Street, Norwich, NR2 1RG	Elite Cask Limited	Retail building extending to 9,302 sq ft. Long leasehold for a term of 99 years from 10 August 1978 until 31 March 2077 at a rent of £24,600 per annum subject to upwards only review every 5 years to 15% of the current market rent. The tenant has an option to extend for a further 25 years on similar terms.	London Wall Outsourcing Investments Ltd (assigned from Trillium (Prime) Property GB Ltd)	27-Jan-30		£164,000	£139,530	£1,375,000	8.20%	7.49%	8.21%
29 Newport Road, Cardiff, CF24 0TP	Elite Cask Limited	Office building extending to 33,749 sq ft. Freehold.	Natural Resources Body for Wales	11-Aug-28	12-Aug-23	£405,000	£404,988	£5,232,500	7.60%	6.83%	7.60%
Great Oaks House, Great Oaks, Basildon, SS14 1JE	Elite Cask Limited	Office building extending to 54,432 sq ft. Long leasehold for a term of 999 years from 17 June 2004 at a peppercorn rent without review.	Secretary of State for Communities & Local Government	31-Mar-28		£550,000	£707,616	£8,550,000	6.32%	6.87%	8.13%
Units 1 and 2, Dallas Court, Salford, M50 2GF	Elite Cask Limited	Office building extending to 16,044 sq ft. Long leasehold under the terms of two headleases for terms of 99 years from 24 June 1987 expiring 23 June 2086 subject to five yearly upwards only rent reviews at a current aggregate rent of £21,100. The tenant has the option to extend both leases for a further 26 years on similar terms.	Secretary of State for Communities & Local Government	1-Jun-24		£154,200	£160,440	£1,725,000	7.41%	6.69%	7.76%
Phoenix House, Rushton Avenue, Bradford, BD3 7BH	Elite Cask Limited	Office building extending to 37,649 sq ft. Freehold.	First Secretary of State	20-Oct-22		£452,201	£357,666	£4,457,500	9.97%	7.50%	7.88%
Hanover House, Northgate, Bridgwater, TA6 3HJ	Elite Cask Limited	Office building extending to 21,598 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	1-Apr-23	£178,182	£178,184	£2,100,000	8.33%	7.23%	8.34%
DEFRA, Bradmarsh Business Park, Templeborough, Rotherham, S60 1BY	Elite Cask Limited	Office building extending to 12,054 sq ft. Freehold.	Environment Agency	28-Apr-23		£120,000	£120,540	£1,437,500	8.20%	7.33%	8.23%

Name	Owner	Tenure	Tenant	Lease Expiry	Lease Break	Gross Passing Rent	Gross Rental Value	Apportioned Portfolio Value	Initial Yield	Equivalent Yield	Reversionary Yield
Temple House, The South Side, Temple Street, Wolverhampton, WV2 4AW	Elite Cask Limited	Office building extending to 27,523 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	1-Apr-23	£247,700	£233,946	£3,132,500	7.77%	6.35%	7.33%
Chantry House, 55-59 City Road, Chester, CH1 3AE	Elite Cask Limited	Office building extending to 34,847 sq ft. Freehold.	Secretary of State for Communities & Local Government	30-Apr-28	1-Apr-23	£400,000	£383,317	£4,860,000	8.08%	6.65%	7.75%
Lindsay House, 30 Ward Road, Dundee, DD1 1NE	Elite Cask Limited	Office building extending to 38,803 sq ft. Heritable.	Secretary of State for Communities & Local Government	31-Mar-28	1-Apr-23	£390,000	£368,629	£4,427,500	8.65%	7.30%	8.18%
Great Western House, Woodside Ferry Approach, Woodside, Birkenhead, CH41 6DA	Elite Cask Limited	Office building extending to 80,141 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28		£650,000	£641,128	£7,450,000	8.57%	7.40%	8.45%
Cyppa Court, Avenue La Fleche, Chippenham, SN15 3LH	Elite Cask Limited	Office building extending to 12,299 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	1-Apr-23	£160,000	£159,887	£1,897,500	8.28%	7.37%	8.28%
Sidlaw House, Explorer Road, Dundee, DD2 1DX	Elite Cask Limited	Office building extending to 61,250 sq ft. Heritable.	Secretary of State for Communities & Local Government	28-Jun-27	29-Jun-22	£788,283	£581,875	£5,910,000	13.10%	8.23%	9.67%
Portland House, West Dyke Road, Redcar, TS10 1DH	Elite Cask Limited	Office building extending to 9,559 sq ft. Freehold.	Secretary of State for Communities & Local Government	30-Apr-28	1-Apr-23	£75,000	£71,693	£810,000	9.10%	7.77%	8.70%
Theatre House, Kingsway, Billingham, TS23 2NA	Elite Cask Limited	Office building extending to 7,261 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	1-Apr-23	£57,000	£54,458	£630,000	8.89%	7.61%	8.50%
Openshaw Jobcentre Plus, Cornwall Street, Manchester, M11 2WR	Elite Amphora Limited	Office building extending to 12,925 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£60,273	£64,624	£832,500	7.11%	6.76%	7.62%
Jobcentre, 1300 Bristol Road South, Northfield, Birmingham, B31 2TQ	Elite Amphora Limited	Office building extending to 18,996 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£286,296	£265,946	£4,052,500	6.94%	5.78%	6.45%
Queens House, St Levan Road, Plymouth, PL2 3BD	Elite Amphora Limited	Office building extending to 14,094 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£106,482	£119,798	£1,320,000	7.92%	7.52%	8.92%
Job Centre, Cardwell Place, Blackburn, BB2 1LG	Elite Amphora Limited	Office building extending to 15,386 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£125,568	£123,089	£1,230,000	10.03%	8.42%	9.83%
Jobcentre Plus, Great Moor Street, Bolton, BL3 6DT	Elite Amphora Limited	Office building extending to 13,842 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£100,455	£103,818	£1,322,500	7.46%	6.87%	7.71%
1 Windsor Road, Neath, SA11 1LY	Elite Amphora Limited	Office building extending to 15,816 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£119,139	£118,624	£1,410,000	8.30%	7.36%	8.26%

Name	Owner	Tenure	Tenant	Lease Expiry	Lease Break	Gross Passing Rent	Gross Rental Value	Apportioned Portfolio Value	Initial Yield	Equivalent Yield	Reversionary Yield
Premier House, 95 Breckfield Road North, Liverpool, L5 4NQ	Elite Amphora Limited	Office building extending to 9,475 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£60,775	£56,853	£747,500	7.99%	6.78%	7.48%
Jobcentre Plus, Speke Road, Garston, Liverpool, L19 2JZ	Elite Amphora Limited	Office building extending to 8,317 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£55,250	£56,142	£747,500	7.26%	6.61%	7.37%
295 Washwood Heath Road, Washwood Heath, Birmingham, B8 2XX	Elite Amphora Limited	Office building extending to 14,922 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£76,848	£74,610	£947,500	7.97%	6.79%	7.73%
Bridge House, 28-29 Wheldon Road, Castleford, WF10 2JG	Elite Amphora Limited	Office building extending to 12,949 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£75,000	£64,745	£780,000	9.45%	7.47%	8.15%
Chantry House, Douglas Street, Rotherham, S60 2DL	Elite Amphora Limited	Office building extending to 20,618 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£122,112	£144,328	£1,810,000	6.63%	6.83%	7.83%
Castle House, Market Street, Huddersfield, HD1 2NE	Elite Amphora Limited	Office building extending to 20,389 sq ft. Long leasehold for a term of 150 years from 17 March 1995 until 16 March 2145 at an annual rent of a peppercorn without review.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£201,606	£203,890	£2,702,500	7.33%	6.65%	7.41%
2-6 Charles Street, Newport, NP20 1JR	Elite Amphora Limited	Office building extending to 18,334 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£165,750	£165,008	£1,950,000	8.35%	7.40%	8.31%
90 Saxon Mill Lane, Tamworth, B79 7JJ	Elite Amphora Limited	Office building extending to 10,698 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£96,418	£96,284	£1,352,500	7.00%	6.39%	6.99%
Jobcentre Plus, High Street, Bilston, WV14 0DB	Elite Amphora Limited	Office building extending to 10,779 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£119,039	£118,569	£1,580,000	7.40%	6.18%	7.37%
373 Leeds Road, Bradford, BD3 9LT	Elite Amphora Limited	Office building extending to 22,224 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£114,455	£133,345	£1,260,000	8.92%	9.08%	10.39%
Scotland House, 169 Lower High Street, Stourbridge, DY8 1ES	Elite Amphora Limited	Office building extending to 12,452 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£128,252	£124,517	£1,667,500	7.56%	6.18%	7.33%
Centurion House, Bank Street, Castleford, WF10 1HY	Elite Amphora Limited	Office building extending to 11,238 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£78,129	£78,663	£1,035,000	7.42%	6.70%	7.47%
Crown Buildings, Station Road, Chester Le Street, DH3 3AB	Elite Amphora Limited	Office building extending to 10,490 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£65,296	£68,182	£810,000	7.92%	7.31%	8.27%
Jobcentre, George Street, Corby, NN17 1PH	Elite Amphora Limited	Office building extending to 8,847 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£100,235	£97,315	£1,295,000	7.60%	6.66%	7.38%

Name	Owner	Tenure	Tenant	Lease Expiry	Lease Break	Gross Passing Rent	Gross Rental Value	Apportioned Portfolio Value	Initial Yield	Equivalent Yield	Reversionary Yield
Brunswick House, 29 Price Street, Birkenhead, CH41 6PN	Elite Amphora Limited	Office building extending to 27,956 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£155,705	£153,756	£1,840,000	8.31%	6.65%	8.21%
Clarke House and Tomlinson House, Norcross Lane, Thornton-Cleveleys, Blackpool, FY5 3TA	Elite Amphora Limited	Office building extending to 89,179 sq ft. Freehold.	Ministry of Defence	31-Mar-28	31-Mar-23	£788,342	£758,021	£10,150,000	7.63%	6.63%	7.34%
South Muirhead Road, Cumbernauld, Glasgow G67 1AX	Elite Amphora Limited	Office building extending to 9,097 sq ft. Heritable.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£73,081	£72,773	£870,000	8.25%	6.97%	8.22%
New Reiver House, High Street, Galashiels, TD1 1TD	Elite Amphora Limited	Office building extending to 21,216 sq ft. Heritable.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£235,000	£190,944	£2,160,000	10.69%	7.25%	8.68%
64 and 66 Station Road, Port Talbot, SA13 1LX	Elite Amphora Limited	Office building extending to 8,793 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£61,134	£61,551	£720,000	8.34%	7.46%	8.40%
26 Victoria Road, Kirkcaldy, KY1 1EA	Elite Amphora Limited	Office building extending to 45,884 sq ft. Heritable.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£372,184	£344,129	£3,180,000	11.50%	8.89%	10.63%
Afon House, The Park, Newtown, SY16 2NZ	Elite Amphora Limited	Office building extending to 19,160 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-21	£134,000	£124,541	£1,350,000	9.75%	7.32%	9.06%
80 High Street, Rhyl, LL18 1UB	Elite Amphora Limited	Office building extending to 9,452 sq ft. Freehold.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£70,815	£51,985	£747,500	9.31%	6.23%	6.83%
67-75 Irish Street, Dumfries DG1 2NU	Elite Amphora Limited	Office building extending to 12,303 sq ft. Heritable.	Secretary of State for Communities & Local Government	31-Mar-28	31-Mar-23	£118,536	£92,274	£1,050,000	11.09%	7.66%	8.64%
Total						**£14,092,185**	**£13,729,529**	**£205,242,500**	**6.71%**	**5.93%**	**6.55%**

Note: The values stated above are apportionments of the Portfolio value reported which is based on Market Value subject to the following special assumptions:

- that each property would be transferred will be transferred within a corporate vehicle and that as such a deduction of only 1.8% for Purchaser's Costs is therefore appropriate
- that the Portfolio would be sold as a single lot of 58 properties and not as separate entities

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Real Estate for a changing world

REPORT AND VALUATION

PROJECT GEMSTONES II

DATE OF VALUATION:
14 AUGUST 2020

DATE OF REPORT:
28 AUGUST 2020

PREPARED FOR
PERPETUAL (ASIA) LIMITED (IN ITS CAPACITY AS TRUSTEE OF ELITE COMMERCIAL REIT) and ELITE COMMERCIAL REIT MANAGEMENT PTE. LTD. (AS MANAGER OF ELITE COMMERCIAL REIT)

PREPARED BY
COLLIERS INTERNATIONAL VALUATION UK LLP

Accelerating success.

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VALUATION

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28 August 2020

Perpetual (Asia) Limited
(in its capacity as trustee of Elite Commercial REIT (the "REIT", and in such capacity the "REIT Trustee")
8 Marina Boulevard
#05-02, Marina Bay Financial Centre
Singapore 018981

Elite Commercial REIT Management Pte. Ltd.
(as manager of Elite Commercial REIT)
9 Temasek Boulevard
#17-01 Suntec Tower 2
Singapore 038989

For attention of: Jonathan Edmunds

Dear Sirs

THE PORTFOLIO:	**PROJECT GEMSTONES II**
THE CLIENT / ADDRESSEE:	**PERPETUAL (ASIA) LIMITED (IN ITS CAPACITY AS TRUSTEE OF ELITE COMMERCIAL REIT (THE "REIT"), AND IN SUCH CAPACITY THE "REIT TRUSTEE") and ELITE COMMERCIAL REIT MANAGEMENT PTE. LTD. (AS MANAGER OF ELITE COMMERCIAL REIT)**
DATE OF VALUATION:	**14 AUGUST 2020**

INTRODUCTION AND TERMS OF ENGAGEMENT

In accordance with your instructions dated 28 April 2020, a copy of which is attached to this report as an appendix, we present our Report and Valuation (also referred to as 'Portfolio Report'), together with salient comments and opinions.

We understand that Elite Commercial REIT Management Pte. Ltd., is acting as manager of the REIT (the "Manager"). Our Report and Valuation has been produced following extensive engagement with the Manager and associated professional team.

This report has been prepared in accordance with the 'RICS Valuation – Current Edition (Incorporating the IVSC International Valuation Standards)' prepared by the Royal Institution of Chartered Surveyors (the "Red Book").

This report has been prepared in accordance with the formal requirements and listing rules for a listing on the Singapore Exchange Securities Trading Limited (the "SGX-ST"), although the purpose is for the acquisition of the properties into the existing listed REIT.

The General Assumptions and Definitions, as set out in the appendix, form an integral part of this Report and Valuation and must be read in conjunction with it.

PURPOSE OF VALUATION

The valuation has been prepared for the purpose of providing you with the Market Value of each of 58 properties (the "properties", and each "property") located in the United Kingdom that will be held by the REIT, following their purchase. The REIT is listed on the SGX-ST.

In this report and its appendices, we have disclosed all matters to our knowledge that we anticipate would be required by the Addressee in order to meet the requirements of the Securities and Futures Act, the Monetary Authority of Singapore and the SGX-ST.

LIABILITY CAP

To the extent permitted by applicable law, Colliers International expressly disclaims liability to any person in the event of any omissions from, or false or misleading statements included in, any documents relating to the REIT, other than in respect of this valuation and the information provided in the Report. We do not make any warranty or representations to the accuracy of the information in any documents relating to the REIT other than as expressly made or given in our Report. The Valuer has no pecuniary interest that would conflict with the proper valuation of the Properties.

Colliers International has relied upon property data supplied by the Manager which we assume to be true and accurate. Colliers International takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

We agree that the REIT and the Addressee of this Report, shall have the benefit of and be able to rely upon our valuations and any reports prepared by us within the scope of our Terms of Engagement (as amended) and shall be subject to the same terms and conditions set out in this Report including but not limited to the limitation of our liability, which shall apply collectively to the REIT and the Addressee of this Report in aggregate.

Subject to the below paragraphs and to the extent permitted by applicable law, our aggregate liability arising out of, or in connection with the instruction, whether arising from negligence, breach of contract, or any other cause whatsoever, shall in no event exceed £40,000,000 or 20% of the lowest Market Value we report in respect of that property, whichever is the lower.

The aforementioned liability caps are subject to the extent permitted by the Securities and Futures Act, Chapter 289 of Singapore.

Save in respect of third parties directly instructed by us and not on your behalf, we shall not be liable for the services or products provided by other third parties, nor shall we be required to inspect or supervise such third parties, irrespective of the third party services or products being incidental to or necessary for the provision of our services to you.

This clause shall not exclude or limit our liability for actual fraud, and shall not limit our liability for death or personal injury caused by our negligence.

This clause shall replace clause 13.5 of our Standard Terms of Business.

STATUS OF VALUER AND CONFLICTS OF INTEREST

The subject properties have been valued by H Flood MRICS and R Francis MRICS both of whom are valuers registered in accordance with the RICS Valuer Registration Scheme (VRS).

We confirm that the valuation has been prepared in accordance with PS 2 of the Red Book, concerning the requirements of competency and objectivity under PS 2, and we have undertaken the valuations acting as external valuers.

As you are aware, we have undertaken internal accounts and secured lending valuations, and an IPO Valuation of a separate portfolio of 97 properties, on behalf of Elite Gemstones Properties Ltd. We have fully disclosed our involvement to you and confirm that we are not aware of any previous material involvement with the properties in the Portfolio and do not consider that there is any conflict of interest. All parties have provided their informed consent to proceed with this instruction.

In addition, we refer to Paragraph 8 (Valuation of the Property Fund's Real Estate Investments) within Appendix 6 – Investment: Property Funds to the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore, and confirm the following:

- Colliers is not a related corporation of or has a relationship with the manager, adviser or any other party whom the property fund is contracting with which would interfere with Colliers' ability to give an independent and professional valuation of the property;
- Colliers has disclosed to the REIT Trustee any pending business transactions, contracts under negotiation, other arrangements with the manager, adviser or another or any other party whom the Trust is contracting with and other factors that would interfere with Colliers' ability to give an independent and professional valuation of the property;
- Colliers is authorised under any law of the state or country where the valuation takes place to practice as a valuer;
- Colliers has the necessary expertise and experience in valuing properties of the type in question and in the relevant area; and
- Colliers has not valued the same property for more than two consecutive financial years

THE PROPERTIES

The properties comprise a portfolio of 58 assets (54 Freehold and 4 Leasehold offices) situated throughout England, Scotland and Wales, that are generally let to British Government bodies or entities funded by the British and devolved regions governments. These include the Secretary of State for Communities and Local Government, The First Secretary of State, The Environment Agency, Natural Resources Wales and Scottish Ministers.

The portfolio comprises a net internal floor area of about 1.307 million sq ft.

INSPECTIONS

The Properties were inspected internally and externally during June and July 2020.

At the time of our inspection we were unable to obtain access to every asset, due to the ongoing COVID-19 pandemic and restrictions of movement placed upon us by the national government, as well as the individual occupier of the buildings. The assets that we were unable to obtain full unfettered access to include:

- Lewes – Medwyn House
- Cardiff – Ty Cambria

These assets make up a total of 5.12% of the total value of the portfolio.

All significant limitations of inspections are identified in the individual property reports.

Therefore, in accordance with VPS 3.2 (Report content) and VPGA 10.3 (Reporting), *"Where the information available to the valuer is limited or restricted, either by the client or the circumstances of the valuation",* less certainty can be attached to the valuation than would otherwise be the case. We confirm that in assessing our opinion of value we have had regard to both the external condition and the information provided by yourselves. Should any such information subsequently be proven inaccurate or erroneous then this may have a material impact upon our reported values.

We have been advised by the Manager that there have been no material changes to the Properties or their immediate surroundings since the date of our inspection.

ASSUMPTIONS, EXTENT OF INVESTIGATIONS & SOURCES OF INFORMATION

An assumption as stated in the glossary to the Red Book is a 'supposition taken to be true'. In undertaking our valuations, we have made a number of assumptions and have relied on certain sources of information.

We have made an assumption in respect of the information the Manager and its professional advisers have supplied to us in respect of the Properties is both complete, accurate and up to date, so far as they are aware. It follows that we have made an assumption that details of all matters likely to affect value within their collective knowledge such as prospective lettings, rent reviews, outstanding requirements under legislation and planning decisions have been made available to us. Whilst Colliers International has endeavoured to ensure the accuracy of the information, it has not independently verified all information provided by the Manager.

We have relied upon this information in preparing our Report and Valuation, and do not accept responsibility or liability for any errors or omissions in that information or documentation provided to us, nor for any consequences arising. Colliers International also accepts no responsibility for subsequent changes in information as to floor areas, income, expenses or market conditions that we have not been made aware of.

Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

In accordance with the RICS Valuation - Global Standards (31 January 2020), VPS 1:3.2(i) and VPS2, due to the lack of access to the assets detailed above, this valuation is provided on a restricted information basis. VPGA 10 states that 'where the information available to the valuer is limited or restricted, either by the client or the circumstances of the valuation, and the matter cannot be sufficiently addressed by one or more reasonable assumptions, less certainty can be attached to the valuation than would otherwise be the case'. We confirm that where we have been unable to obtain access to the assets (two assets equating to a total of 5.12% of the total value of the portfolio), in assessing our opinion of Market Value in accordance with the definition stated herein, we have had regard to both the external condition observed at the date of inspection and the information provided by the Manager. Under these circumstances, should any of the information supplied to us subsequently be proven to be inaccurate or erroneous then this may have a material impact upon the reported Market Value(s) as at the valuation date. Furthermore, as previously stated, where we have been unable to carry out a full internal inspections, less certainty can be attached to the reported Market Value(s) than would otherwise be the case.

The Assumptions we have made for the purposes of our valuations are referred to throughout this report and the individual property reports.

DATE OF VALUATION

The date of valuation is 14 August 2020.

CURRENCY

The valuations are presented in British Pounds Sterling (GBP).

BASIS OF VALUE

The values stated in this report represent our objective opinion of **Market Value** in accordance with the definition set out below as at the date of valuation. Each valuation assumes that the Property has been properly marketed and that exchange of contracts took place on the valuation date.

Market Value is defined as follows:

'*The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion'*

No allowance has been made for either the costs of realisation or for taxation which might arise on a disposal. Our values are, however, net of standard purchaser's costs appropriate to each specific entity.

MATERIAL VALUATION UNCERTAINTY

The outbreak of the Novel Coronavirus (COVID-19), declared by the World Health Organisation as a "Global Pandemic" on the 11th March 2020, has impacted global financial markets. Travel restrictions have been implemented by many countries.

Market activity is being impacted in many sectors. As at the valuation date, we consider that we can attach less weight to previous market evidence for comparison purposes to inform opinions of value.

Indeed, the current response to COVID-19 means that we are faced with an unprecedented set of circumstances on which to base a judgement.

Our valuation is therefore reported on the basis of 'material valuation uncertainty' as per VPS 3 and VPGA 10 of the RICS Red Book Global. Consequently, less certainty – and a higher degree of caution – should be attached to our valuation than would normally be the case. Given the unknown future impact that COVID-19 might have on the real estate market, we recommend that you keep the valuation of this property under frequent review.

VALUATIONS OF PORTFOLIOS

We have approached our valuation on the basis of assessing the value of each property individually, having regard to what we believe each property would achieve should it be brought to the market in isolation at the date of valuation. Our valuation makes no allowance for the disposal of the portfolio as a series of smaller portfolio 'lots'. Our valuation additionally makes no allowance for any effect on value should all the individual properties be offered to the market separately at the same time.

That said in arriving at our opinions we have reflected the fact that the portfolio of properties would be attractive to a number of purchasers as it enables a relatively large amount of money to be invested in Government serviced income and at a relatively attractive initial yield.

In accordance with VPGA 9 of the RICS Red Book it states under 3.4 'if the whole portfolio, or a substantial number of properties within it, were to be placed on the market at the time, it could effectively flood the market, leading to reduction in values. Conversely the opportunity to purchase a particular group of properties might produce a premium'.

In other words, the value of the whole could exceed the some of the individual parts, and vice-versa.

Under the heading 3.9 of the RICS Red Book it further states 'where a portfolio of a group of properties or assets has been valued on the assumption that it would be sold as a single entity, the reported Market Value will relate to whole of the group. The breakdown of the Market Value of individual properties or assets should be clearly expressed as such, with a statement that this apportionment does not necessarily equate to the Market Value of the interest in any individual property or asset'.

While we have valued the individual assets we have reflected our opinion that an investor would conclude that the Tenant will not break all the leases at the intervals provided and in this regard the Manager has advised us that from their discussions with the tenant they believe that 90% of the tenant break clause will not be exercised. However, for the purpose of this valuation we have assumed that 50% of the lease break options would be exercised by the tenant, and where we understand that the tenant is going to exercise the break, we have explicitly reflected that. We consider this to be a reasonable level that would be assumed by a purchaser of a portfolio of this nature.

We have further detailed our methodology in this regard later within this report.

PURCHASERS COSTS

In accordance with your instructions we have prepared an opinion of Market Value on the basis that the portfolio is held in a Special Purpose Vehicle (SPV) that is structured in such a way that it would not be subject to stamp duty land tax (SDLT) payments in the event of a transfer of the asset between market participants. Therefore, the Manager has instructed us prepare the valuation on the following assumptions:

- Each property is held within an SPV and no stamp duty is payable
- Any hypothetical vendor or purchaser would be domiciled and incorporated in a way that they could fully benefit from the SPV. We will not reflect any alternative or local taxation rules that could be applicable.
- The SPV contains no onerous liabilities or obligations which would have a detrimental impact on the property valuations.

We draw your attention to the possibility that the tax treatment of SPV structures that exist today could be subject to future policy changes in the future. In the event that market participants could not benefit from the SPV structure then full SDLT may be payable at the prevailing rate. This would be reflected in the Market Value. Likewise should a property transfer take place outside of the SPV 'wrapper' then the purchaser would be liable to pay SDLT.

ACCOMMODATION

We have been instructed to rely upon the floor areas provided to us by the Manager. We have assumed that these were assessed in accordance with the current edition of RICS Property Measurement. Should this not be the case, it may affect our opinion of value.

CONDITION

We have not carried out building surveys of the properties and neither have we tested the drainage or service installations in the buildings as this was outside the scope of our instructions. Where we have noticed items of disrepair we have highlighted these in the individual property reports and reflected them to the extent that they would be reflected by potential purchasers.

With the exception of two assets, (Bridge House, Castleford, and Brunswick House, Birkenhead) we have not been made aware that any schedules of condition are attached to the leases and that the Tenant will be fully responsible for dilapidations if they exercise break provisions and or do not renew leases at expiry. Details of the Castleford and Birkenhead schedules are set out within the individual reports. As the remaining leases are drawn on full repairing and insuring basis, we have expressly assumed that the tenant is responsible for any capital expenditure. More information on our due diligence is discussed below.

DELETERIOUS MATERIALS

We have been provided with the following reports:

- Technical Due Diligence reports as prepared by Messrs Jones Hargreaves (UK) Limited, dated December 2019, on behalf of Elite Amphora Ltd.
- External Building Appraisal reports as prepared by Messrs Jones Hargreaves (UK) Limited, dated December 2019, on behalf of Elite Amphora Ltd.
- Pre-Acquisition Survey reports as prepared by Messrs Paragon, dated February 2019, on behalf of Telereal Trillium.
- External Appraisal Survey reports, as prepared by Messrs JLL, dated November 2019, on behalf of Elite Cask Ltd.
- Peer Review of Vendors Building Survey report, as prepared by Messrs JLL, dated November 2019, on behalf of Elite Cask Ltd.
- Executive Summary Building Survey report, as prepared by Messrs JLL, dated November 2019, on behalf of Elite Cask Ltd.
- High Level Review of Vendor's Building Survey report, as prepared by Messrs JLL, dated November 2019, on behalf of Elite Cask Ltd.
- Building Survey reports, as prepared by Messrs Cushman and Wakefield, dated November 2018, on behalf of Centenary Court Ltd.

These reports have identified several properties to be of an age and construction nature where HAC (and / or Chlorides) may potentially affect the structural frame. They explain that HAC (High Alumina Cement) is composed of calcium aluminates and its rapid strength development made HAC popular for precast concrete elements in the UK during the 1960s (as construction programmes could be accelerated). However, mineralogical 'conversion' can occasionally result in substantial reductions in concrete strength and increased vulnerability to chemical degradation in HAC units. Three failures of HAC roofs (in the UK) in the mid-1970s led to widespread inspection and monitoring of HAC concrete. Whilst the probability of sudden collapse is now likely to be reduced, there is continuing concern over long-term durability (particularly where carbonation has occurred to the depth of steel reinforcement or prestressing wires). They have requested testing reports from the Property Manager (where possible) and have made a further request that such enquiries are lodged formally via solicitors as well.

However, we are not construction specialists and are unable to provide any warranties as to the information we have been provided. Accordingly, should any further reports become available then we recommend that copies should be provided to us in order that we may comment upon its content from a valuation perspective. In the absence of any firm conclusions, we have assumed that there is no impact on value. This should be reviewed once the responses are received.

ASBESTOS

We understand that the reports, as detailed above, also incorporate details relating to the potential for Asbestos within the buildings. Details of this are stated within the individual property reports.

Where it has been identified, we have expressly assumed that the ongoing operation will be possible without any disturbance to the asbestos, and that any rectification of the asbestos is the liability of the tenant. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.

Unless we have been specifically informed, we are not aware of the existence of either asbestos at the properties or an Asbestos Management Plan (in accordance with the Control of Asbestos Regulations (CAR) 2012), we have assumed that steps have been taken to comply with the regulations.

Confirmation should be sought from the conveyancer or acting solicitors that an asbestos inspection report has been obtained and that any required management plan has been implemented.

FIXTURES AND FITTINGS

In arriving at our opinions of value we have disregarded the value of all process related plant, machinery, fixtures and fittings and those items which are in the nature of tenants' trade fittings and equipment. We have had regard to landlords' fixtures such as lifts, escalators, central heating and air conditioning forming an integral part of the buildings.

ENVIRONMENTAL MATTERS

In accordance with RICS Guidance Note 13/2010, we advise that we are not chartered environmental surveyors and our investigations are limited to observations of fact, obtained from sources as outlined below in the relevant sections. We can provide no warranties to the accuracy of the information and recommend that appropriately qualified and experienced specialists are instructed to provide advice in this regard.

We have assumed that the information and opinions we have been given are complete and correct in respect of the subject property and that further investigations would not reveal more information sufficient to affect value. However, a purchaser may cause such further investigations to be made and if these were unexpectedly to reveal material issues then this might reduce the values now being reported.

Where we have been provided with environmental reports for the subject properties we have reflected the observations on environmental matters in our valuations.

LAND AND GROUND CONDITIONS

We have been provided with the following reports:

- Groundsure Siteguard Reports, dated October 2019, prepared on behalf of Elite Amphora Ltd and Lloyds Bank Corporate Markets Plc.
- Phase 1 Environmental Due Diligence Reports, prepared by Messrs Roberts Environmental Ltd, dated December 2019, prepared on behalf of Elite Amphora Ltd.
- Coal Mining and Flood Risk Assessment report, prepared by Messrs Roberts Environmental Ltd, dated December 2019, prepared on behalf of Elite Amphora Ltd.
- Environmental Due Diligence Summary Report, prepared by Messrs Delta-Simons Environmental Consultants, dated November 2019, prepared on behalf of Elite Partners Capital Pte Ltd.
- Environmental Desktop Study Assessment, prepared by Messrs ITP Energised, dated October 2018.

- Landmark Site Check reports, dated November 2019.

Where issues have been raised within the Groundsure reports, Phase 1 Environmental reports have been undertaken. Details of the findings of these are set out within the individual reports. Unless otherwise stated we have assumed that the properties are free from contamination or any other adverse ground conditions that may affect value. Should this assumption prove incorrect, we reserve the right to review our opinion of value.

FLOODING

We have been provided with a Coal Mining and Flood Risk Assessment report, prepared by Messrs Roberts Environmental Ltd, dated December 2019, prepared on behalf of Elite Amphora Ltd. We have relied upon the information supplied in arriving at our opinions of value.

Where we have not been provided with comprehensive information, we have expressly assumed that the individual properties are capable of being insured by reputable insurers at reasonable market rates.

ENERGY PERFORMANCE CERTIFICATE

We have relied upon the information supplied in arriving at our opinions of value.

In assessing our valuations, we have assumed that if an Energy Performance Certificate ('EPC') were available that it would not result in a significant impact upon our opinion of value. Given the evolving energy legislation in most jurisdictions, an EPC that is valid today may not remain valid if standards are revised.

INVASIVE PLANTS AND PROTECTED SPECIES

Unless identified in the information supplied, we have not been made aware of the presence of any invasive plants (e.g. Japanese knotweed, Giant Hogweed) or protected species (e.g. Great Crested Newts, Bats, Dormice) on or adjacent to the subject property. Nevertheless, we should stress that we are not experts in such matters and can provide no warranties to this effect. In the event that this should not be the case, we reserve the right to amend our valuation accordingly.

STATUTORY ENQUIRIES

Whilst we have made reasonable efforts, the information is obtained from individuals or third party sources and may not be completely accurate. Planning authorities generally do not respond to verbal enquiries and therefore we have relied on information on the local authority website.

We therefore recommend that, where applicable, your solicitors verify that our assumptions are correct and revert to us should this not be the case, as it may affect our opinion of value.

PLANNING

Our enquiries regarding planning have been reflected in our valuations.

We have made enquiries of the relevant planning authority in whose area each Property lies as to the possibility of highway proposals, comprehensive development schemes and other ancillary planning matters that could affect property values.

We have made an Assumption that the buildings have been constructed in full compliance with valid town planning and building regulations approvals, that where necessary they have the benefit of current Fire Certificates. Similarly, we have also made an Assumption that the Properties are not subject to any outstanding statutory notices as to their construction, use or occupation. Unless our enquiries have revealed the contrary, we have made a further Assumption that the existing uses of the Properties are duly authorised or established and that no adverse planning conditions or restrictions apply.

RATING

We have relied upon the information supplied.

The rateable values and multipliers have been revised as at 1 April 2017. Unless identified in the individual reports, we are unable to comment on the impact of those changes as the value of the properties and recommend that you obtain specialist advice in this regard. You should report to us with any material findings.

There is a 100% 'empty rates' relief on office and retail premises for an initial three-month void, followed by full rates being payable. For industrial premises, the equivalent relief extends to six months. Various other reliefs and additions may also apply depending upon the circumstances or the eligibility of the ratepayer.

Properties may be subject to various reliefs, transitional relief, business rates relief, empty rates and retail relief. Alternatively, e.g. supplements may apply depending upon the circumstances or the eligibility of the ratepayer.

The standard multiplier for occupied properties in England is 51.2p for large businesses, and is 49.9p for premises with a rateable value below £51,000. The large multiplier is also applicable to all empty properties with a rateable value above £2,900. Additionally, the Small Business Rates Relief offers up to 100% relief for properties with a rateable value below £12,000. Empty Rates Relief

In Scotland the rate poundage is 52.5p for large businesses (over £51,000) and 49.9p for small businesses (£51,000 and lower). A business will be entitled to 100% rates relief under the Scottish Government's Small Business Bonus Scheme if the rateable value of all business premises in Scotland is £15,000 or less and 25% rates relief if the rateable value of all business premises in Scotland is £15,001 to £18,000. For businesses with a combined rateable value of all business premises in Scotland between £18,001 to £35,000, 25% rates relief is available on each property with a rateable value not exceeding £18,000. (This allows a business with 2 or more properties with a cumulative rateable value of under £35,000 to qualify for relief at 25% on individual properties with a RV up to £18,000).

In England and Wales, 100% relief is granted to vacant properties with an RV below £2,900 (£2,600 Wales) and vacant listed buildings. For Offices and Retail there is 100% exception to the relief for 3 months and Industrial 6 months.

HIGHWAYS

We have reviewed the individual property Reports on Title, as detailed below, and the properties generally have direct access from a public highway. Where this is not the case, we note that the relevant indemnity insurance is in place in this regard to mitigate any future liabilities.

FIRE REGULATIONS

While we are not qualified to comment on whether the properties and the procedures comply with current legislation, we have expressly assumed that there are no material breaches that would be likely to have an adverse impact upon value.

TENURE

54 of the assets are held Freehold with 4 assets held on a Leasehold basis.

We have been provided with and relied upon numerous final Legal Due Diligence reports/Reports on Title for the various Properties contained within the Portfolio, including:

- Buyer Overview Report, as prepared by Messrs Eversheds Sutherland (International) LLP, dated 19th November 2019.

If there are any material risks associated related to the individual properties, we comment on these findings in the individual property reports. However, unless otherwise stated, we do not consider that there are any issues contained within the Reports that would materially impact our opinion of Market Value.

The interpretation of the legal documents/disputes is a matter for lawyers and as such we accept no responsibility or liability for the true interpretations of the legal position.

OCCUPATIONAL STATUS

The current portfolio aggregate passing rent we understand is £14,092,185 per annum.

Approximately 99% of the portfolio (by current income) is secured under 10 year leases to British Government bodies or entities funded by the British and devolved regions governments. These include the Secretary of State for Communities and Local Government, The First Secretary of State, The Environment Agency, Natural Resources Wales and Scottish Ministers. The tenant is in occupation in whole or part of each property with all the leases on the same terms, save for tenant break options.

A number of the leases incorporate tenant break options in 2022, 2023, and 2024 subject to 12 months' prior written notice. We calculate that approximately 8.8% of the income is subject to break or expiry in 2022, 54.2% in 2023 and 1.1% in 2024. 35.9% of the income has no break and is due to expire in 2028 or 2030. The Weighted Average Unexpired Lease Term of the portfolio is 4.41 years the term certain, and 7.40 years to lease expiry.

The leases are generally we understand on effective full repairing and insuring terms with 5 yearly rent reviews, linked to CPI with a cap and collar of 1% and 5%. Any restrictions to the repairing obligations have been detailed within the individual reports.

As set out earlier within this report, we understand that from the Managers discussions with the tenant, they believe that 90% of the tenant break clauses will not be exercised.

TENANT COVENANT STATUS

In the case of properties that are let, our opinion of value is based on our assessment of the investment market's perception of the covenant strength of the tenants. This has been arrived at in our capacity as valuation surveyors on the basis of information that is publically available. We are not accountants or financial experts and we have not undertaken a detailed investigation into the financial status of the tenants. We have, however, reviewed where possible third party commentary, on the principal tenants. Our valuations reflect the type of tenants actually in occupation or responsible for meeting lease commitments, or likely to be in occupation, and the market's general perception of their creditworthiness.

Accordingly, where the covenant status of the tenants is critical to the valuation we recommend that you make your own detailed enquiries as to the financial viability of the tenants and if your conclusions differ from our own, provide us with a copy of the report in order that we may consider whether our valuation should be revised.

Approximately 99% of the passing rent is secured under leases to British Government bodies or entities funded by the British and devolved regional governments. These include the Secretary of State for Communities and Local Government, The First Secretary of State, The Environment Agency, Natural Resources Wales and Scottish Ministers. These entities are either central departments of the British Government, or are Government sponsored bodies and are perceived by investors to offer un-doubted covenant strength.

INVESTMENT MARKET COMMENTARY

ECONOMY

At the time of writing, we are in the centre of the COVID-19 crisis, and the UK has been on lockdown since 23 March. Discussions are taking place regarding an appropriate exit strategy, but with social distancing measures remaining in place it is likely to be some time before societies and economies return to 'normal'.

The UK government announcement that it will do 'whatever it takes' to mitigate the economic impact of COVID-19 has been instrumental in protecting jobs and livelihoods. The base rate has been cut to 0.1%, a series of grants and loans have been announced for business and consumers, and the furlough scheme has been extended to the end of June. Notwithstanding this, the crisis is likely to have a material impact on GDP, consumer spending, and clearly on government debt, and it seems inevitable that some firms and possibly sectors will not survive.

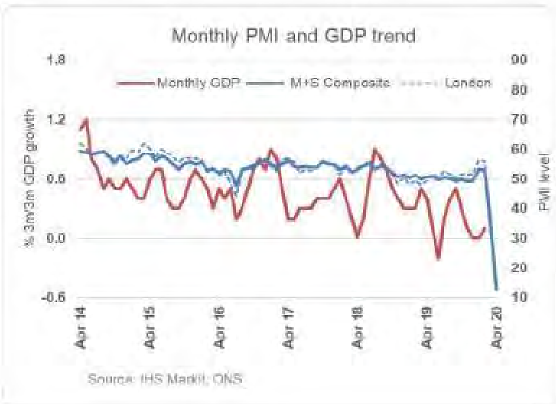
Initial volatility on the stock markets saw shares drop by around 30% from the start of the year. This has since stabilised, although the FTSE is still c 20% below January levels. Financial markets remain stable and equity indices seem dislocated from the dismal economic data and quarterly earnings reports. It could be the $14 trillion of global stimulus (IMF estimate) already in the system, but most recently, it looks as though equities markets are responding to better COVID-19 numbers, as well as expectations that several countries are set to begin relaxing economic lockdowns.

Despite the relatively robust stock market, there is a consensus that there will be significant GDP contraction over the second quarter. Forecasts for the latter half of 2020 and into 2021 are more varied. The potential of a 'V'-shaped recovery in the second half of the year is still supported by many forecasters, although some are anticipating a longer 'U'-shaped recovery, or possibly an 'L' or a 'W' shaped recovery in the event of a second wave of infections.

INVESTMENT AND OCCUPATIONAL MARKETS

After a strong start to 2020, which reflected the new confidence following the decisive General Election outcome, investment transactions slowed considerably in April. Many of the pre-COVID-19 deals that were 'in legals' completed in March and the investment volumes were marginally above the Q1 2019 data, at around £11.8m for the quarter.

The beginning of Q2 2020 is looking decisively less buoyant. Property Data Ltd has so far reported only £404 million of deals in April. While the final data will not be available until mid-May, property analysts would have expected to have seen well over £1 billion reported already. Hence, Property Data's



preliminary figures do not augur well for April. On the other hand, the list of cross border investors targeting UK direct investment is considerable, including equity rich Asian and German funds. Much of this may be academic, as transactions are held back by lack of opportunity to complete the necessary due diligence, due to closures and restrictions on travel.

Occupier markets are suffering even more physical operating restrictions than investment markets, but like the investment markets which are suffering stock shortages, occupier markets are suffering a lack of Grade A space, hence, there is also limited movements in rents, so far. The latest MSCI monthly figures show general stability, save for the Retail sector which continues to move downwards.

The MSCI/AREF index tracks the performance of 46 UK pooled property funds, with a NAV of £50.8bn. The Q1 data showed that UK property fund returns declined by 1.8% in the three months ending 31 March. The returns were the lowest quarterly levels since June 2009. The index was driven by retail and operational property, which have been affected to a greater degree than other sectors such as industrial. Specialist property was the biggest underperformer for the quarter, down by 6.3%. The decline was driven by a higher allocation to retail properties and higher gearing levels compared to balanced funds. Within the retail sector, specialist funds had a 22% allocation to shopping centres versus 2% of balanced funds. Long income funds, the best-performing fund type, had both the lowest retail allocation and gearing levels.

COVID 19 – the impact on UK real estate

There are increasing signs that the economic impact of the virus is filtering through to the UK real estate market in numerous ways. In certain occupational markets we have already observed some corporate failures as a direct result of an immediate loss of business. In the retail sector, those traders who were already at risk prior to the outbreak have been pushed into insolvency such as Laura Ashley (pending acquisition by Gordon Brothers) and BrightHouse. More are expected to follow in the short term as the crisis deepens.

The retail sector, in particular, remains strained even with the government tax concessions. So far, an indeterminate 'hit' to rent collections has been observed. Whilst rent collection stress may reflect a degree of tenant opportunism, it also reflects a larger degree of true distress. The Centre for Retail Research report that retail store closures through to the end-March 2020 number 1,832 creating 20,803 job losses. These figures are forecast to rise by year end 2020 to 20,620 store closures (28% y/y) with 235,704 job losses (65% y/y). Retail landlords seem quietly resigned, although their public statements may not match their intended actions.

In the leisure sector, tenanted pub landlords have been quick to help, confident that trade will return when pubs are reopened. Restaurant landlords have been slower off the mark.

In London, some office deals are progressing, others are not, although postponement of pre-let space is creating a market for refurbished accommodation. Regionally, break clauses are being exercised by tenants, with the aim of triggering renegotiation in what they see as a softer 'tenant friendly' market.

The industrial/distribution market remains stable especially where demand is linked to on-line retail sales. Supermarket operators were until recently looking for temporary warehousing space in order to meet extraordinary customer demand. These requirements have since subsided as fewer customers are permitted in stores. Short term warehouse demand is now expected to come from fashion retailers looking to store unsold spring season clothes.

Supermarket operators are generally expected to weather the virus assuming the supply chains hold up, despite some initial concerns around labour force numbers and the excessive peaks in consumer panic buying. Food wholesalers have conversely been significantly affected as a direct result of the adverse impact of the enforced business closures and movement restrictions on their customers' trade.

March investment transaction volumes reached c.£2.2bn but will fall short of the £4.8bn transacted in March 2019. It appears that most transactions which were well progressed prior to lockdown have progressed, although there have been some eleventh hour price chips or hesitations or in some cases a pause until there is more clarity about the future. The most notable 'failure' is the proposed acquisition of Hammerson's retail park portfolio by Orion which will now not proceed. Exchange of contracts had already occurred and Orion will forego a £21 million deposit.

The debt market has generally stepped back from new customer lending with a focus on existing clients although the niche bridging loan and challenger banks are trying to fill this void albeit at increased margins. It appears likely that several Peer to Peer lenders may prove to be exposed to debt serviceability issues and their survival in many cases is questionable.

New transactions are therefore proving slow to get started as a result of nervousness amongst lenders and investments committees. Cross-border appetite, however, remains reasonably strong, but the practicalities of underwriting transactions with reduced professional teams and movement restrictions is inhibiting activity. Weaker sterling is attracting considerable interest from international investors including private equity funds that are flush with cash to deploy. At present there has been little activity from opportunistic Private Equity with very little necessity for vendors to sell although this may change.

In summary, the COVID-19 virus is expected to put the economy and real estate markets into a downturn but its precise proportions are at this time unknown with buyers and sellers both in a degree of stasis.

In response, the valuation industry has been convening numerous forums via the RICS in order to share data and debate the approach to inspections and the interpretation of market conditions in the absence of normal activity and transaction levels.

Valuations are typically assessed with reference to existing market evidence albeit with appropriate adjustments to reflect current market sentiment. In most cases transactional evidence pre-dates, the crisis caused by COVID-19. Even the recently reported transactions have, on the whole, been concluded based on inspections and due diligence which took place before the crisis. Accordingly, it is quite possible that future values may be further adversely affected by these unprecedented circumstances as the 'new' market evolves.

Until the return to normal business activities and government announcements that the virus is deemed to be under control, together with a clear social and economic restart plan following the lifting of movement restrictions, we consider that the sale of property not previously marketed during the lockdown period will be restricted from a practical viewpoint. The impact on saleability will be further affected by the availability and cost of debt finance and of course investor/purchaser perceptions concerning the long-term damage to rental income streams and underlying derived demand.

It would appear likely that specific sectors including high street retail, shopping centres, leisure and operationally led sub-sectors, such as student housing, hotels and care homes, will be more acutely affected. In these instances, cashflows may need specific adjustment in order to reflect the short-term reduction in revenue and revenue build up allowances.

As a result of the current market conditions, the inputs to all valuations are being carefully considered at an income level. In certain cases, for example the retail and leisure sectors, the potential risk of rental payment holidays has been accounted for by increasing yields thereby providing some notional rent cover in the reduced capital value. Also, consideration is being given to moderating market rents on reversionary assets and extended letting periods and incentives on current vacancies where it is felt to be appropriate. Further movement in yields across the main sectors may occur over the short term as the underlying drivers of rental growth and income security begin to show material signs of negative performance.

With regard to development appraisals, consideration is being specifically given to the cost and programme inputs in light of the current uncertainty regarding the construction industry in general. Government restrictions on construction worker movement during a lockdown period will invariably affect programmes and some sites have been closed where deemed to be non-essential. We consider that some developers are likely to require higher profit margins in the short term in view of the increased risk to GDV and cost inflation. Whilst no express forecasting is being undertaken, given the potential for a higher degree of variability in market rents, letting periods, tenant incentives and development values, all these inputs are to be carefully reassessed in the current market.

Government support measures

On 26th March 2020, the UK Government's Chancellor of the Exchequer announced a set of temporary and targeted measures to support public services, people and businesses through the period of disruption caused by COVID-19. Many of these should have a direct benefit to the real estate sector.

This includes a package of measures to support businesses including:

- a Coronavirus Job Retention Scheme (Furlough)
- deferring VAT and Self-Assessment payments
- a Self-employment Income Support Scheme
- a Statutory Sick Pay relief package for small and medium sized businesses (SMEs)
- a 12-month business rates holiday for all retail, hospitality, leisure and nursery businesses in England
- small business grant funding of £10,000 for all business in receipt of small business rate relief or rural rate relief
- grant funding of £25,000 for retail, hospitality and leisure businesses with property with a rateable value between £15,000 and £51,000
- the Coronavirus Business Interruption Loan Scheme offering loans of up to £5 million for SMEs through the British Business Bank

- a new lending facility from the Bank of England to help support liquidity among larger firms, helping them bridge coronavirus disruption to their cash flows through loans
- the HMRC Time To Pay Scheme

The package is estimated to be worth approximately £330 bn and is designed to ensure the UK economy remains intact during the period of enforced movement restrictions and business closures and the inevitable financial pressures that result.

In addition, the Government has introduced commercial tenant eviction protection measures for tenants who cannot pay rent. The emergency Coronavirus Act 26 March 2020 provides protection from forfeiture such that the normal right of re-entry or forfeiture under a business tenancy for the non-payment of rent may not be enforced during the period to 30 June 2020.

Conclusion

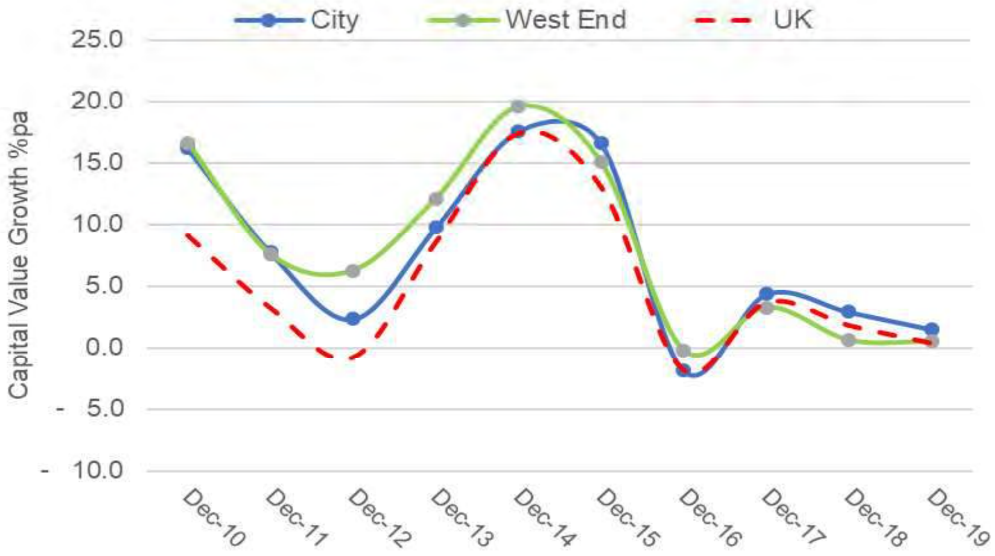
Despite a rally following the general election at the end of 2019, the underlying market is in a period of structural change, as well as responding to the challenges of late-cycle conditions, potential no-deal Brexit, a slowdown in global markets and the unknown threat of COVID-19. All property market participants should remain vigilant and monitor the situation. It is now very likely that property values will experience various degrees of volatility.

LONDON'S OFFICE INVESTMENT MARKET

Over the past few decades, London has experienced a number of property cycles, each resulting from a variety of external economic factors but all causing marked shifts in the demand/supply balance. However, improvements in the flow and availability of market intelligence and property market information, has had a significant impact upon the scale of 'corrections' and depth of each downturn. Investors, landlords, developers, occupiers and funders all have access to similar information which facilitates a more coordinated response to 'market shocks' and thus, more measured transition, from and through, upswings into downturn and the return to market equilibrium.

Nevertheless, larger macroeconomic trends shape the returns on commercial property across all categories, such as the financial crisis and subsequent economic recovery. Capital values of commercial property consistently show a higher volatility than quarterly GDP growth for the UK over the past 20 years, albeit until the COVID-19 pandemic. Having said that, the impact of exceptionally severe economy-wide shocks such as the 2008-2009 financial crisis on the commercial property market was exceptional with annual capital growth rates of -25% in both City and West End markets. The financial crisis followed a period of sharp asset price appreciation and was acutely felt in the commercial property sectors. Periods of weak capital growth are visible during 2012 up until Q1 2013 when the UK only narrowly avoided a double-dip recession.

Capital Value Growth 2010-2019



Source: MSCI, Colliers International

Capital growth has also turned negative in Q3 2016 following the EU referendum and, most recently, in Q4 2018 as the anticipation of Brexit weighed on companies' confidence, putting downward pressure on capital growth figures. Accordingly, GDP growth also fell back to just 0.2% in that quarter.

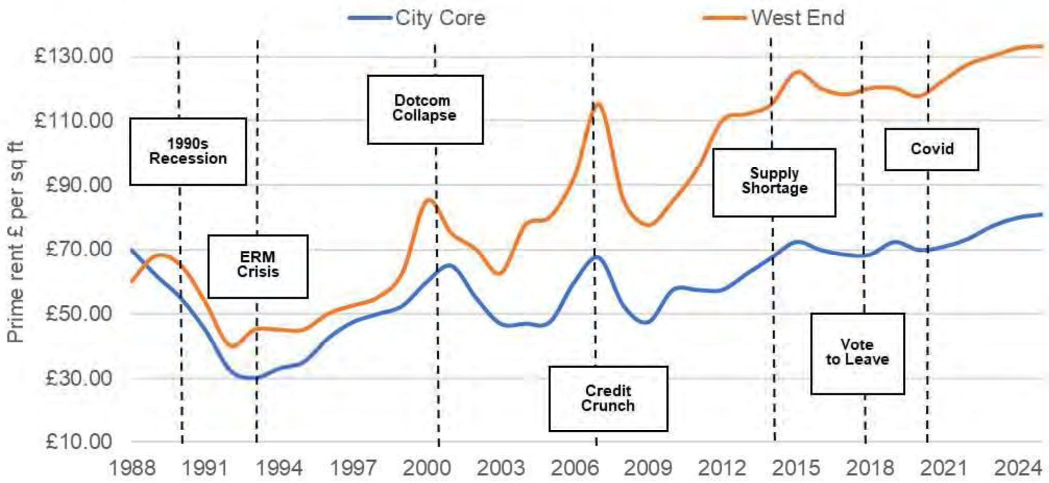
In 2020 with UK and London commercial property markets having to deal with the extreme the circumstances surrounding the COVID-19 outbreak, investor and tenant demand has slowed dramatically, with the result that capital values are now falling across all sectors. Across all commercial property segments, capital values declined 3.0% q/q in Q2 2020 with worse yet to come. For comparison, during the peak of the GFC, capital values fell 14.3% q/q (Q4 2008).

According to MSCI, offices saw capital values fall 1.8% q/q in Q2 2020. This compares to the UK all property figure of -3.0%. While during the GFC, London and UK wide numbers for capital growth were broadly similar, the past decade has seen the respective geographies diverge, boosted significantly by strong activity from emerging overseas investors. This has helped to support the trend seen over the past decade with London consistently outperforming the wider UK market. Average capital growth per annum across UK offices since 2010 stands at 5.4%. City (7.7%) and West End (8.1%) show significant outperformance by comparison.

London Office Rental Trends

Headline office rents have experienced considerable volatility over the past 30 years, in line with fluctuations in the wider property market. While headline rents have been impacted by the EU referendum, top West End rents had already begun to see modest negative growth, prior to June 2016, plateauing in the aftermath of the public vote.

London Offices Prime Rental History and Forecast



Source: Colliers International

Regardless, property cycle lengths are definitely reducing. The early 80s recession was 48 months from peak to trough across City and West End, whereas GFC was 24 and 18 respectively. Covid may be just 12 months. We fully expect the downturn initiated by the Covid-19 pandemic to be short-lived in terms of rental impacts. While grey space will increase, talk of 50% reductions in occupier commitments seem highly unlikely. The 'office' will remain the key focus. The relationship between demand and rental growth is not a given. Supply plays a crucial role. This will be vital in cushioning the Covid impact.

Rental volatility is reducing. Decreases of 40%+ from peak to trough in 90s recession but 15% in GFC and anticipations of just -5% in Covid. Vacancy is less volatile, with the supply pipeline being turned off much more quickly in GFC. Peak vacancy in the Covid downturn will be significantly lower than seen in any previous cycles. Increased grey space will be compensated for by shortage of new supply.

Given the onset of the Covid crisis, While headline rents are holding firm we expect downward pressure H2 2020 as grey space grows and occupiers revise requirements 2021 looks far more encouraging with bounce back in rental growth as new grade A vacancy falls to a record low. Demand for new Grade A product will continue to exceed supply. Nevertheless, there is still caution over pricing, particularly from occupiers directly impacted by the Covid-19 crisis. While the availability of new space has continued to decline, occupiers remain focussed on value and on maintaining a priority on cost control.

Rents Peak to Trough-Nominal % Falls

	West End	City
	Fall in % Terms Peak to Trough	Fall in % Terms Peak to Trough
80s Recession	-36%	-25%
90s Recession	-41%	-48%
Dotcom Bubble	-26%	-22%
GFC	-33%	-15%
Covid?	-5%	-5%

SWOT ANALYSIS

Strengths	• Geographically diverse portfolio. • 99% of the rental income secured under leases to British Government bodies or entities funded by the British and devolved regions governments • The Secretary of State is a central department of the British Government and is perceived to offer undoubted covenant strength. • WAULT – 4.41 years (to earlier of tenant break option or lease expiry). • 35.9% of the income has no break and is due to expire in 2028 or 2030. • Based upon the Managers discussions with the Tenant that 90% of the breaks will not be operated • Value underpinned in some cases by potential for conversion to residential under current Permitted Development Rights (PDR) rules on a subject to planning basis. • Currently reasonable demand for large multi-asset portfolios of a similar lot size. • Due to the current COVID-19 pandemic, UK unemployment levels are expected to increase, thereby increasing the demand for Jobcentres. This is likely to reduce the risk of the tenant activating the break option where available. • Indexed lease collar 1% pa on majority of assets • There is currently reasonable demand for assets that are let with a reasonable term certain to strong covenants.
Weaknesses	• The majority of properties are in second and some are in third tier office locations. • Approximately 8.8% of the income is subject to break or expiry in 2022, 54.2% in 2023 and 1.1% in 2024. • Market Value likely to fall as unexpired lease terms decrease. • A number of the buildings are older stock that may require capex to enhance their letting prospects should they become vacant. • Uncertainty as to the extent of any deleterious materials, with outcome of enquiries still pending at date of valuation.

Opportunities	• Explore viability of conversion to residential use. Implement where viable and vacant possession is obtained. • Explore other redevelopment options • Remove Tenant break provisions and or extend term certain • Potential for rental uplift should assets be converted upon expiry
Threats	• Continued economic uncertainty both domestic and foreign • COVID-19 related impact on the UK and global economy • Tenant operates more break provisions than the Manager envisages • Move to digital and remote service solutions may reduce requirements for physical job centres going forward.

VALUATIONS

METHODOLOGY

In valuing the individual assets we have used the comparable and income capitalisation valuation method.

As detailed above, the subject portfolio comprises 58 assets (54 Freehold and 4 Leasehold offices) situated throughout England, Scotland and Wales, that are generally let to British Government bodies or entities funded by the British and devolved regions governments. A significant majority of the assets are operated by the Department of Work and Pensions (DWP) as Job Centres or back offices.

In the current COVID-19 pandemic, the UK has seen an increase in rate of unemployment. There have been reports in the media that DWP could be forced to double the number of work coaches on its books if the economic fallout from coronavirus is severe. The government currently employs around 13,500 coaches, who help people claiming benefits get back into and progress in work. DWP secretary Therese Coffey has recently stated that “hiring would need to be ramped up if the economic downturn is worse than that predicted by the Office for Budget Responsibility”.

The impact of COVID-19 has been felt across the UK, and each region and micro economy has been impacted. The increase in unemployment which appears inevitable following the pandemic, is likely to increase the demand for Job Centres further and therefore the likelihood of the break clauses within the leases being activated is reduced. These break clauses in the leases are in 2022 and 2023, with a 12 month minimum notice period. While the government are also likely to try to cut costs in the future, and potentially look to increase their digital solutions, we consider that potential purchasers would therefore consider that the 50% break assumption used in our valuation as detailed below is conservative.

In the current investment market, the demand for secure income assets has increased significantly. The March Quarter date in the UK saw rental payments being, renegotiated, deferred, or written off completely, with around 63% of all rent due collected by the end of the quarter. The government has attempted to support businesses throughout the pandemic, the income from assets let to government bodies is considered guaranteed. This has only increased demand for assets of this nature.

In reaching our opinion of Market Value, at a property level, we have reflected the tenant breaks in accordance with market practice. We have assessed each individual property as a standalone asset, and reflected the characteristics of the asset as well as the security of the income when formulating our opinion of Market Value.

However, we have also had regard to the fact that, as detailed earlier in this report, an investor would conclude that the Tenant will not break all the leases at the intervals provided. In this regard we have assumed that 50% of the tenant breaks options would be exercised by the tenant as we consider this to be a reasonable level that would be assumed by a purchaser of a portfolio of this nature.

Where we have assumed that the break options would be exercised (50% of the leases with less than 5 years term certain), we have made an allowance for an income void of around two years, and capitalised this income stream at an initial yield of around 9.00%. This is broadly equal to the aggregate yield of all the individual properties with under five years term certain. Adopting this methodology, we have analysed the aggregate income of the assets with less than five years term certain, and not selected specific assets and assumed those individual leases would have their break activated, an approach we consider a purchaser would adopt.

Where we are assuming the tenant will not exercise their break option, we have assumed that a well advised tenant would seek to renegotiate their lease where the property is over rented, and therefore for the penultimate five years of the lease, we have assumed that the income will revert to Market Rent. We have then capitalised this income at an initial yield of around 6.75%. This reflects a discount of around 200 bps to the aggregate yield of the units that currently have over 5 years to expiry (around 4.75%). This discount, reflects the fact that the passing rent will be reduced at review (generally in March 2023) because some of the assets are over rented, and the quality of the locations, which would generally be considered slightly more favourable across the properties with a longer term certain.

As detailed above, in the current market, a portfolio of this nature would provide an attractive proposition to a range of purchasers, most notably private equity. The opportunity to purchase a particular group of properties is likely to produce a premium particularly with the asset management potential of this portfolio. We consider that the aggregate of the above provides a realistic scenario relating to the tenant break options and the value reflects a premium above the aggregate of the Market Value of the individual assets.

This ‘portfolio premium’ reflects an additional 8.6% of value spread over the portfolio, which is broadly in line with market sentiment (around 10%) for this type of portfolio in the current market. We have then distributed the portfolio premium across the individual properties with less than 5 years term certain based on quantum, and the initial yields adopted therefore also reflect the premium. We have not incorporated the assets where the leases expire within 5 years, nor have we adopted this approach where we know that the tenant intends to exercise their break at the earliest opportunity.

Therefore, the figure below represents the aggregate of the individual values of the properties and should not be regarded as a valuation of the portfolio as a whole in the context of the sale as a single lot, although reflects our comments with regards to potential purchases approach to portfolios of this nature.

MARKET VALUE

We are of the opinion that the aggregate Market Value, as at 14 August 2020, of the 58 properties is:

£212,540,000 (Two Hundred and Twelve Million Five Hundred and Forty Thousand Pounds)

The figure represents the aggregate of the individual values of the properties and should not be regarded as a valuation of the portfolio as a whole in the context of the sale as a single lot, although reflects our comments earlier with regards to potential purchases approach to portfolios of this nature and the fact the portfolio is held within an SPV.

SUMMARY

A summary of our individual valuations for the Market Value forms an Appendix to this report.

ALTERNATIVE INVESTMENT FUND MANAGEMENT DIRECTIVE (AIFMD)

For any property that is currently held in an entity to which to which the European Parliament and Council Directive 2011/61/EU (‘the AIFMD’), which relates to Alternative Investment Fund Managers (‘AIFM’), applies, our instructions are solely limited to providing recommendations on the value of particular property assets (subject to the assumptions set out in our valuation report) and we are therefore not determining the net asset value of either the Fund or the individual properties within the Fund. Accordingly, we are not acting as an ‘external valuer’ (as defined under the AIFMD) but are providing our service in the capacity of a ‘valuation advisor’ to the AIFM.

RELIANCE, CONFIDENTIALITY AND DISCLOSURE

This Report and Valuation is issued solely for the use of the Addressee as agreed within the terms of engagement, for the specific purpose to which it refers. We do not accept any responsibility or liability in respect of any third parties for the whole or any part of its contents, even if a third party meets the whole or any part of the costs of this Instruction, or is permitted to see a copy of our Report and Valuation.

For the avoidance of doubt, this Report and Valuation is provided by Colliers International Valuation UK LLP and no partner, member or employee assumes any personal responsibility for it nor shall owe a duty of care in respect of it.

In order to comply with these Valuation Standards our files may be subject to monitoring by the RICS.

Save as provided above, if it is intended to make a reference to this Valuation Summary Letter in any published document, our prior approval to the publication is required so that we can approve the reference in context. In breach of this condition, no responsibility can be accepted to third parties for the comments or advice contained in this Valuation Summary Letter. Disclosure of the Portfolio Report by the addressee of the Portfolio Report or by the Manager is not prohibited if required (i) in connection with any actual or threatened legal, judicial or regulatory proceedings (for avoidance of doubt, this shall include disclosure by the addressee or the Manager in connection with any form of due diligence defence) or for the purpose of resolving any actual or threatened dispute or (ii) in communications to insurers in connection with an actual or threatened dispute or claim, or (iii) in connection with the addressee's due diligence enquiries relating to the contents of any circular.

Yours faithfully,

H R B Flood MRICS
Director
RICS Registered Valuer
Colliers International Valuation UK LLP

R N Francis MRICS
Director
RICS Registered Valuer
Colliers International Valuation UK LLP

APPENDIX:

INSTRUCTION LETTER

Our Ref Project Bushel

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28 April 2020

Perpetual (Asia) Limited
(in its capacity as Trustee of Elite UK Commercial Fund)
8 Marina Boulevard
#05-02, Marina Bay Financial Centre
Singapore 018981

Elite Commercial REIT Management Pte. Limited
(as manager of Elite Commercial REIT)
9 Temasek Boulevard
#17-01 Suntec Tower 2
Singapore 038989

FAO Jonathan Edmunds

Dear Jonathan

THE ELITE COMMERCIAL REIT PORTFOLIO – PROVISION OF VALUATION ADVICE IN RELATION TO THE ACQUISTION OF 58 ASSETS FROM BY THE ELITE COMMERCIAL REIT FROM ELITE UK COMMERCIAL FUND II – PROJECT GEMSTONES II

Further to our recent discussion I have pleasure in setting out below the terms of our agreement for the provision of a formal RICS Red Book report and valuation. Our Terms of Engagement are as follows:

Client	Perpetual (Asia) Limited (in its capacity as Trustee of Elite UK Commercial Fund) and Elite Commercial REIT Management Pte. Limited (as manager of Elite Commercial REIT) (also referred to as the "Addressee").
	Notwithstanding any contrary provision in this Engagement, the parties to this Engagement hereby agree and acknowledge that the Perpetual (Asia) Limited ("PAL") is entering into this engagement letter only in its capacity as trustee of Elite Commercial REIT ("ECREIT") and not in its personal capacity. As such, notwithstanding any contrary provision in this Engagement, PAL has assumed all obligations under this Engagement only in its capacity as trustee of ECREIT and not in its personal capacity and any liability of or indemnity given or to be given by PAL in its capacity as trustee of ECREIT and any power and right conferred on any receiver, attorney, agent and/or delegate by PAL in its capacity as trustee of ECREIT shall be limited to the assets of

	ECREIT over which PAL in its capacity as trustee of ECREIT has recourse and shall not extend to any personal assets of the PAL or any assets held by it in its capacity as trustee of any other trust. This paragraph shall survive the termination or rescission of this Engagement. The provisions of this paragraph shall apply, mutatis mutandis, to any notice, certificate or other document which PAL in its capacity as trustee of ECREIT issues under or pursuant to this Engagement, as if expressly set out in such notice, certificate or document.
Valuer	Colliers International Valuation UK LLP
Purpose of Valuation	The valuation will be prepared for the purpose of providing you with the Market Value of each of 58 properties (the "properties", and each "property") located in three countries that will be held by the REIT following their purchase.
Interest to be Valued	The 58 properties held within the 'Project Gemstones II' portfolio and listed in the attached Appendix.
Type of Asset	Investment properties
Valuation Standards	The valuation will be prepared in accordance with the current edition of the RICS Valuation – Global Standards (Incorporating the IVSC International Valuation Standards)' prepared by the Royal Institution of Chartered Surveyors (the "Red Book"). The property will be valued by suitably qualified Registered Valuers who fall within the requirements as to competence and independence as set out in PS 2 of the Red Book.
Basis of Valuation	Market Value as defined in IVS 104 paragraph 30.1: 'The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.' Market Rent as defined in IVS 104 paragraph 40.1: 'The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.
Valuation Date	TBC
Disclosure (any previous involvement)	As you are aware, we have undertaken internal accounts and secured lending valuations and an IPO Valuation of properties, on behalf of Elite Gemstones Properties Ltd, in connection with other properties owned by them We have fully disclosed our involvement to you and confirm that we are not aware of any previous material involvement with the

	properties in the Portfolio and do not consider that there is any conflict of interest. All parties have provided their informed consent to proceed with this instruction.
Status of Valuer	You have instructed us to act as an Independent External Valuer in accordance with the current version of the RICS Valuation – Global Standards.
Identity of Valuer	H R B Flood MRICS and R N Francis MRICS who are competent to undertake the valuations and who are in a position to provide an objective and unbiased valuations, having no material connection or involvement with the subject of the assignment or the party commissioning the assignment.
Reporting Currency	GB Pounds
General Assumptions	The general assumptions to which our valuations will be subject are attached within our General Assumptions and Definitions
Special Assumptions	You have confirmed that the properties are each held in a Special Purpose Vehicle (SPV) that is structured in such a way that it would not be subject to stamp duty land tax (SDLT) payments in the event of a transfer of the asset between market participants. Therefore, you instruct us prepare the valuation on the following assumptions: • Each property is held within an SPV and no stamp duty is payable. • Any hypothetical vendor or purchaser would be domiciled and incorporated in a way that they could fully benefit from the SPV. We will not reflect any alternative or local taxation rules that could be applicable. • The SPV contains no onerous liabilities or obligations which would have a detrimental impact on the property valuations. We draw your attention to the possibility that the tax treatment of SPV structures that exist today could be subject to future policy changes in the future. In the event that market participants could not benefit from the SPV structure then full SDLT may be payable at the prevailing rate. This would be reflected in the Market Value. Likewise, should a property transfer take place outside of the SPV 'wrapper' then the purchaser would be liable to pay SDLT. Should any other Special Assumption be required, it must be agreed and confirmed in writing between the parties.
The extent of the Valuer's investigations	We will inspect all of the properties subject to the valuation. Any limitations or restrictions on the inspection, inquiry or analysis for the purposes of the valuation assignment shall be set out in our Report but otherwise we will, where possible, undertake an internal and external inspection of the properties. Inspections will neither include areas which are locked or inaccessible for whatever reason, nor areas or features which are covered or unexposed. Please reference the section below: 'Inspections and

Information under COVID-19 restrictions' and associated protocols.

External inspections will be from ground level only and will again be limited to those areas which can be reasonably accessed without recourse to ladders or other aids.

We will not be required to prepare the following:

1. A Building Survey
2. Any environmental audits or investigations (although we will reflect any reports provided to us)
3. Any planning Searches (although we will undertake informal planning enquiries, if felt appropriate).
4. An EPC Assessment (although we will have regard to existing EPC ratings if available).
5. An Asbestos survey or register (if available).
6. An assessment under the Equality Act 2010 (if available).
7. A formal Reinstatement Valuation
8. A Measurement Survey. We will rely upon areas provided by yourselves.

We will however review what information is provided to us and which is made available.

Inspection and Information under COVID-19 restrictions

In view of the Government's relaxation of enforced COVID-19 movement restrictions across the UK, we intend to conduct both an external and internal inspection of the property where possible.

This will be subject to Colliers International UK & Ireland COVID-19 inspection protocols and our ability to undertake the inspection in accordance with the same. Our corporate protocols are based on advice and guidelines issued by the Government and the RICS, and this guidance may be subject to change at short notice.

We shall therefore provide the service in accordance with these terms of engagement. This assumes that we can fully inspect the property both internally and externally. If this is not possible, either because we are not satisfied it is safe to do so in accordance with our COVID 19 inspection protocols and government guidance, or entry is refused, then we reserve the right not to carry out the full inspection.

In this scenario we shall either defer the inspection until we deem it is safe to inspect or agree other practical means of confirming the internal specification, condition and size of the property in order to provide the valuation on a restricted information basis. If the inspection cannot be carried out, then we shall advise you as soon as possible and seek your further instructions. We may also agree to provide a valuation subject to a restricted information, as outlined below.

COVID 19 inspection measures

In view of potential COVID-19 access restrictions, in line with the Colliers International UK and Ireland inspection protocols, UK government regulations and RICS guidance; as agreed in these terms, we shall undertake an external only inspection of the subject property.

	Therefore, in accordance with the RICS Valuation - Global Standards (31 January 2020), VPS1,3.2(i) and VPS2, our valuation may be provided on a restricted information basis. VPGA 10 states that 'where the information available to the valuer is limited or restricted, either by the client or the circumstances of the valuation, and the matter cannot be sufficiently addressed by one or more reasonable assumptions, less certainty can be attached to the valuation than would otherwise be the case'. We confirm that in assessing our opinion of Market Value in accordance with the definition stated herein, we shall have had regard to the external and internal condition observed at the date of inspection and the information provided by the managing agents. This will include the following; - Floor plans and/or measurements prepared by the Client - Condition survey prepared on behalf of the Client - Previous internal records such as floor plans and measurements - Asset Summaries as provided by the Client Should any of the information supplied to us subsequently be proven to be inaccurate or erroneous then this may have a material impact upon the reported Market Value(s) as at the valuation date. Furthermore, as previously stated, as we are unable to carry out a full inspection, less certainty can be attached to the reported Market Value(s) than would otherwise be the case. A deferred inspection will be undertaken by us once policy restrictions are lifted and property access is readily available. Our report will be subsequently updated in order to reflect any observations made during a full inspection. In this event, we reserve the right to alter the Market Values reported as the valuation date. For the avoidance of doubt, if we have not expressly agreed in writing to carry out such a deferred internal inspection we are under no duty of care whatsoever to do so.
Nature and source of the information to be relied on by the Valuer and Information and Documentation to be supplied by the Client	You are obliged to assist us in carrying out the agreed contract as required, especially by supplying the required information and documentation on time. This also applies to documentation and information, which only becomes available or into existence during the course of our instruction. Should you not adhere to any of these obligations to support us, we reserve the right to extend the contracted timeline. You have agreed that we are to rely upon all information which will be supplied to us by yourself. This includes reports provided by third parties who are advising you on relevant areas. We will rely on the information supplied and, unless otherwise agreed, we will assume that such information provided to us will be accurate and can, if necessary, be verified. We have assumed that we will be provided with all information necessary for us to accurately complete the valuations. We would recommend that before any financial transaction is entered into based on the valuations, you obtain verification of any

	third-party information provided. We also recommend that you check the validity of the assumptions we have adopted in our Report (where we have been unable to verify the facts through our own observations or experience). We do not accept responsibility for information provided to us by you or any other 3rd party advisor. Where it is appropriate to do so, we will liaise directly with your legal advisers. However, they will be directly responsible to you for all legal work carried out by them. We will have no responsibility for their work. In particular, we will not be liable for anything contained in the legal documentation prepared by your legal advisers.
Scope of Works	To provide our opinion of Market Value for each property in the Portfolio. Full inspection of each property with a short-form report for each and an overview report detailing our opinion of values and methodology adopted. To liaise with yourselves to obtain up to date: • Property Report; • Landlord Capex Report; • Asset Management initiatives; • Planning position. • Any title reports provided To provide a report compliant with the listing regulations for the Singapore Stock Exchange.
Restricted Information	In accordance with the Red Book we are required to make clear when confirming instructions the nature of any restrictions and resulting assumptions that might apply.
Fees and Disbursements	Our fee for this instruction is £150,000 + VAT The fee is inclusive of reasonable disbursements. While we accept that a portfolio of this size will include a number of assets where additional revisions may be required over and above the scope set out, where this would require wholesale changes to the Portfolio or material multiple revisions, we reserve the right to charge additional fees to compensate for the additional workload involved. Furthermore, if for any reason the incorporation into the REIT was to fail or be delayed in such a way as to in effect require a "revaluation" (either through updated property or other due diligence, or changes in market conditions), then we would also require an additional fee to compensate for any further work to be carried out in order to complete the process at any further attempt. Fees for the Valuation to be phased as below: • Phase 1 - 50% of formal inspections undertaken £25,000 + VAT • Phase 2 - Draft valuation report submitted £25,000 + VAT. (Target date of 3 Jul 2020).

	• Phase 3 - 100% of formal inspections undertaken and all documents submitted (Target date of 13 Jul 2020) but the properties are not incorporated into the REIT £50,000 + VAT • Phase 4 - Final reports submitted and acquisition completes £50,000 excluding VAT
Change to Contract	All changes and extensions to this contract must be concluded in writing. Should we perform additional services not specified in this Instruction Letter but required by the Client,and should both parties not be able to agree to an appropriate remuneration for these services, our fees will be increased according to our additional time-costs. The contract is not subject to any verbal side agreements.
Payment Conditions	The agreed remuneration will be payable immediately upon issue of invoice without any deductions. In the event of our appointment being aborted or terminated prior to the delivery of the final Valuation Report, we reserve the right to charge a fee proportionate to the work carried out to that date.
Professional Indemnity Insurance	We confirm that Colliers hold sufficient Professional Indemnity Insurance in respect of this valuation report. A copy of our PII Certificate is attached hereto.
Limitation of Liability	The initial Phase 1 works will be for your internal purposes only and it is not to be relied upon for any other purposes. This exercise is being prepared on a desktop basis having not inspected and with restricted information. Therefore, there is a degree of uncertainty in the values provided. Therefore the Phase 1 instruction will be undertaken on a non-reliance basis. The Phase 1 instruction will be subject to the following limitations: To the fullest extent permitted by law and regulation relating to listing on the Singapore Stock Exchange, Colliers excludes all liability arising from the use of or reliance on its valuations by any person other than the Addressee of the valuation for any purpose whatsoever. Subject to the below paragraphs and to the extent permitted by applicable law, our aggregate liability arising out of, or in connection with the instruction, whether arising from negligence, breach of contract, or any other cause whatsoever, shall in no event exceed £40,000,000 or 20% of the lowest Market Value we report in respect of that property, whichever is the lower. The aforementioned liability caps are subject to the extent permitted by the Securities and Futures Act, Chapter 289 of Singapore. This clause shall not exclude or limit our liability for actual fraud, and shall not limit our liability for death or personal injury caused by our negligence. This clause shall replace clause 13.5 of our Standard Terms of Business

No Personal Liability	For the avoidance of doubt, any report produced under this agreement is provided by us as a corporate entity and accordingly no partner, member or employee assumes any responsibility for it nor shall owe a duty of care in respect of it.
No Liability to third parties	Any report that we provide to you under this agreement is issued for your own use for the specific purpose to which it refers. We do not accept responsibility to any third party for the whole or any part of its contents.
Extension of Reliance to Third Parties, on agreement	The Report will be addressed to you and we do not accept responsibility to any third party for the whole or any part of its contents. Neither the whole nor any part of this valuation or any reference thereto, may be included in any published document, circular or statement or disclosed in any way without our previous written consent to the form and context in which it may appear. Should we be asked to extend the reliance on our valuations to another party or parties, we will give consideration to doing so to named parties (but shall have no obligation to do so), and subject to the agreement of our additional fees, where relevant. Any extension of reliance will be subject to written agreement in a form provided by us.
The requirement of consent to publication	Our prior consent in writing will be required for any reproduction or public reference to the valuations or report.
Standard Terms of Business	Our enclosed Standard Terms of Business shall apply
Complaints procedure	We are required to notify you that we have a firm's complaints procedure, with a copy available on request.
RICS Monitoring Regulations	We are required to draw to your attention to the fact that the Royal Institution of Chartered Surveyors may review all documentation relating to our valuations to ensure compliance with their standards.
Alternative Investment Funds	Please note that, in the event that our appointment relates to an entity to which the European Parliament and Council Directive 2011/61/EU ('the AIFMD'), applies, our instructions are solely limited to providing recommendations on the value of particular property assets (subject to the assumptions set out in the Valuation Report) and we are therefore not determining the net asset value of either the Fund or the individual properties within the Fund. Accordingly, we are not acting as an 'external valuer' (as defined under the AIFMD) but are providing our service in the capacity of a 'valuation advisor' to the AIFM.
Estimated Timeline	In accordance with our requirements we will provide you with the completed valuation within a time period to be formally agreed but assumed to be 13 July 2020.

	Any agreed deadline will be extended by an appropriate period in case of force majeure or any reason for which we are not responsible but which may temporarily impair us from carrying out his work. We will inform the Client of any such event without delay

Naturally, we are happy to answer any questions that you may have regarding the aforementioned.

Yours faithfully

H R B Flood MSc MRICS
Director
RICS Registered Valuer
Colliers International Valuation UK LLP

Enc

If, after having read the aforementioned, you are in agreement with the terms stated herein please sign both copies of this letter, retaining a copy for your records and returning the other.

The Client confirms acceptance of the above and the attached Standard Terms of Business and hereby instructs Colliers International Valuation UK LLP to proceed with the assignment as proposed and to invoice for professional fees according to the terms of this agreement. On behalf of **Elite Commercial REIT Management Pte. Limited** Name and position: Signature: Date: Company Registration Number **Invoicing Confirmation Details** Name and position Address (where the final invoice should be sent) Telephone: Email address:

APPENDIX: STANDARD TERMS OF BUSINESS & GENERAL ASSUMPTIONS AND DEFINITIONS

STANDARD TERMS OF BUSINESS

These are the terms upon which Colliers International Property Advisers UK LLP (registered no OC385143) and/or Colliers International Capital Markets UK LLP (registered no OC392075) and/or Colliers International Central London UK LLP (registered no OC391630) and/or Colliers International Rating UK LLP (registered no OC391634) and/or Colliers International Retail UK LLP (registered no OC334835) and/or Colliers International Valuation UK LLP (registered no OC391629) and/or Colliers International Property Consultants Ltd (registered no 7996509), in each case trading as Colliers International, agree to act for you. The entity with which you have engaged will be noted on our letterheads, email footers and invoices that are sent to you. If you are at all unsure as to with which entity you have engaged, please contact us and we will confirm the same. Our agreement takes effect from the date we agree to accept your instructions but these terms will apply from the date we provide you with a copy of them.

1.0 DEFINITIONS AND INTERPRETATIONS

1.1 Terms means the terms of business set out in this document and include any other terms and conditions set out or referred to in our Instruction Letter. These Terms apply to all services that you instruct us to provide and cannot be varied or amended except in writing and signed by you and us.

1.2 Client (referred to throughout as 'you') means the person, company, firm or other legal entity named in our Instruction Letter. We will not accept instructions to act for any other legal entity nor will these Terms apply unless we have agreed in writing to act for that alternative entity. We reserve the right to refuse to act for such an alternative entity until (if at all) we have undertaken due diligence to fulfil our internal credit, money laundering and risk obligations. In the event that we are instructed to act for a single purpose corporate vehicle we reserve the right to require and be provided with a parent company or other guarantee for our fees before accepting instructions to act. In the case of the sale of a Property by a corporate client in which the shares in such client are the assets transferring we will require the shareholders of such corporate client to guarantee its obligations to us.

1.3 Colliers Entity means any entity owned or controlled by Colliers International Property Advisers UK LLP or by any of its members, or owned or controlled by any other Colliers Entity.

1.4 Colliers International (referred to throughout as "Colliers" "we" or "us") is the trading name of Colliers International Property Advisers UK LLP, Colliers International Capital Markets UK LLP, Colliers International Central London UK LLP, Colliers International Rating UK LLP, Colliers International Retail UK LLP, Colliers International Valuation UK LLP and Colliers International Property Consultants Ltd.

1.5 Confidential Information means information that is by its nature confidential and/or is designated by us to be confidential.

1.6 Instruction Letter means the letter of instruction, proposal or tender which is sent to you with these Terms. In the event that there is any conflict between the terms set out in this document and the terms set out in the Instruction Letter the terms in the Instruction Letter shall take precedence.

1.7 The Property means the assets (including shares in a company) which are the subject of our instructions and all other assets in which an interest is acquired by a purchaser including contents fixtures and fittings and any business carried on at the Property.

1.8 Purchaser includes a tenant or licensee.

1.9 Seller includes a landlord or licensor.

1.10 Services means the specific services set out in the Instruction Letter and any other services which we agree in writing to provide.

1.11 Sole Selling Rights – Unless specified to the contrary in the Instruction Letter by instructing us to dispose of and/or acquire (as applicable) the Property you grant us Sole Selling Rights which means that you will be liable to pay remuneration to us, in addition to any other costs or charges agreed, if:

(a) unconditional contracts for the sale and/or lease (as applicable) of the Property are exchanged in the period during which we have Sole Selling Rights even if the purchaser and/or seller (as applicable) was not found by us but by another agent or by any other person, including you; and

(b) if unconditional contracts for the sale and/or lease (as applicable) of the Property are exchanged after the expiry of the period during which we have Sole Selling Rights but to a purchaser and/or seller (as applicable) who was introduced to you during that period or with whom we had negotiations about the Property during that period.

2.0 FEES

2.1 Our fees are as stated in the Instruction Letter.

2.2 Where we agree to act jointly with another professional then the fee payable to us will be an agreed proportion of the total fee due. In the absence of such an agreement we shall be paid in equal proportion to the other professional(s).

2.3 Abortive Fees

(a) Unless otherwise agreed in writing if you instruct us to act for you and thereafter the transaction or instruction becomes abortive because you withdraw or you terminate our instructions we shall be entitled to 50% of the fee we would otherwise have received had the matter proceeded to completion.

(b) Whether the transaction or instruction concludes or not the disbursements and expenses referred to in Clause 3.0 below will be payable by you in any event.

(c) In the case of consultancy services an abortive fee will be calculated and payable by you according to our hourly rate at the time for all work done.

2.4 Additional Work

Where we are required to undertake additional work outside the agreed scope of the Services additional charges will be agreed.

2.5 Estimates

Any estimates of fees and disbursements are provided on the basis of the information you provide to us. Such estimates are not therefore binding upon us if the information provided is in any way incomplete, misleading or wrong.

2.6 Retention of commissions

In addition to any fees which are payable by you, unless otherwise agreed we may retain any commissions that we may receive from third parties in the course of providing the services. We will disclose any such commission to you.

3.0 DISBURSEMENTS AND EXPENSES

3.1 We will provide you with an estimate of disbursements and expenses prior to incurring them. Such items include but are not limited to travel, advertising and marketing (including 'for sale' and 'to let' boards), in-house mailing, printing, maps, photography, photocopying, library and data services, research, bank references, planning applications and RICS and other regulatory fees.

3.2 Disbursements and expenses may be charged to you as soon as they are ascertained or incurred, whether or not our instruction proceeds to a conclusion.

3.3 You agree to indemnify us against any liability on our part in respect of such disbursements and expenses.

3.4 In all circumstances in which your instructions involve an amount of administration on our part, such as photocopying, faxing etc, we shall be entitled to add an administration charge to our bills to cover such expense.

4.0 CHARGES DUE

4.1 We will be entitled to issue an invoice and our fees will become due for payment free from any discount, deduction set-off or counter claim:

(i) On the date(s) specified in the Instruction Letter

(ii) When you withdraw your instructions (in which case Clause 2.3 applies).

4.2 In all other cases charges become due on the date that we issue an invoice for the services provided and/or the disbursements and expenses incurred.

4.3 All invoices are payable by you upon delivery to you.

4.4 In the event that we are required to issue proceedings to recover any fees or disbursements and we are successful in such proceedings you agree that you will pay our legal costs of such proceedings even if the amount claimed is less than the limit for small claims cases.

5.0 TAXES

5.1 The fees disbursements and expenses referred to in these Terms and in the Instruction Letter are all subject to the addition of VAT where applicable (and any other taxes whether UK or overseas which may arise).

5.2 You will comply with the Criminal Finances Act 2017 and ensure that you and your associated persons do not commit or facilitate a tax evasion offence.

6.0 INTEREST

6.1 Unless otherwise agreed in writing, in default of payment by you within 21 days of delivery of an invoice, interest will be chargeable upon outstanding invoices at the rate of 6% above the Bank of England minimum lending rate from time to time from the date of our invoice until payment.

7.0 SCOPE OF SERVICES

7.1 We accept no liability for the content or interpretation of title, regulatory documents (such as Energy Performance Certificates) or tenancy documents and unless specifically instructed to report on them we do not warrant that properties on which we advise are in satisfactory structural order; that any land is free from contamination; or that any land or property is compliant with regulations, or that any land or premises has planning permission or is capable of being developed for the purposes for which it may be required.

7.2 We will perform the Services within a reasonable period of time after acceptance of your instructions on the basis that:

(a) Any estimates of the time for performance of the Services are not to be legally binding upon us; and

(b) We shall be entitled (but not obliged) to delegate performance of the Services (or any part of them) by instructing one or more other persons, firms or companies (whether as sub-agent or in any other capacity) upon such terms as we consider appropriate in our absolute discretion.

7.3 It may be necessary as part of our work to instruct specialist consultants on your behalf. We will not do so before obtaining your authority. Once you have authorised us to instruct such specialist consultants you will be responsible for payment of their fees and matters relating to their performance. In accepting your instructions to instruct such specialist consultants we do not warrant their competence. If we are instructed by you to supervise the work of such specialist consultants we will be entitled to charge an additional fee calculated by reference to the time incurred in doing so however we assume no liability for any advice given to you by such consultants.

7.4 Any market projections incorporated within our Services including but not limited to, income, expenditure, associated growth rates, interest rates, incentives, yields and costs are projections only and may prove to be inaccurate. Accordingly, such market projections should be interpreted as an indicative assessment of potentialities only, as opposed to certainties.

8.0 INFORMATION PROVIDED

8.1 Unless you inform us in writing to the contrary we shall not be required to check or approve the accuracy of information provided to us by you or others including Energy Performance Certificates. In the event we are instructed to act for you on the assignment of a lease and/or a letting (including a sub-letting), you warrant that the Property has the minimum Energy Performance Certificate rating or a valid registered exemption to comply with the Energy Efficiency (Private Rented Property) (England and Wales) Regulations 2015 and/or any other applicable law or regulations.

8.2 Unless you inform us in writing to the contrary you hereby warrant the accuracy of all information provided to us by you or on your behalf on the basis that you expect us to rely upon it.

8.3 You will check all marketing materials that we produce in respect of any Property that we have been instructed to dispose on your behalf and you will notify us immediately if you become aware that any such marketing materials are inaccurate, misleading or incomplete.

8.4 You undertake to indemnify us against all costs, claims, charges and expenses of whatever nature which may arise as a result of any such information proving to be inaccurate (whether wholly or in part), misleading or incomplete.

8.5 Subject only to Clause 12 below any information which we acquire from you in the course of performing instructions may be used by us for any other purpose unless you instruct us in writing at any time prior to such use by us.

9.0 OUR REPORTS

9.1 In relation to any written report or advice prepared by us you agree that neither the whole nor any part of our report or advice or Confidential Information may be included in any published document, circular or statement or published in any way without our written approval prior to publication.

9.2 Copyright in any reports, documents or other material provided to you by us shall remain our property at all times.

10.0 PAPERS

10.1 After completing our work, we are entitled to keep all and any of your papers and documents until our fees and charges are paid in full.

10.2 Unless you instruct us to the contrary, you hereby agree that we may destroy papers or documents relating to the Services six years after the date of the final invoice that we send you for the particular matter.

11.0 EMAIL

11.1 We shall treat receipt of an email from you as a request to us to communicate with you by email.

11.2 If you intend to communicate with us by email, by accepting these Terms you confirm that you understand the risks of doing so and you authorise us to act upon electronic instructions which have been transmitted (or appear to have been transmitted) by you.

12.0 DATA PROTECTION

12.1 Both parties will comply with all applicable requirements of the General Data Protection Regulation 2016/679. To the extent you provide us with any personal data, you will ensure that you have all the necessary appropriate consents and notices in place to enable lawful transfer of such personal data. Our business activities privacy notice can be found in the Privacy Policy section of our website at www2.colliers.com/en-GB

12.2 You agree that we may receive and retain documentary proof required by the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 and can disclose it to any Government authority that is legally entitled to request it. You further agree and consent to identity checks being carried out electronically for anti-money laundering purposes. For the purposes of this clause only, you release us from our obligations under Clause 12.1 above.

12.3 We may occasionally use your contact details to inform you of property updates, client seminars, and the like. By accepting these terms you consent to our sending you such information. If you do not wish to receive such information, please advise us, by writing to the Data Protection Officer at our address.

13.0 LIMITATION OF LIABILITY

13.1 In relation to any Services provided by us to you the following limitations apply:

13.2 You agree not to bring any claim for any losses against any member, officer, director, employee or consultant of Colliers or any Colliers Entity (each a "Colliers Person"). You hereby agree that a Colliers Person does not have a personal duty of care to you and any claim for losses must be brought against Colliers. It is agreed that any Colliers Person may enforce this clause under the Contracts (Rights of Third Parties) Act 1999 but that these terms may be varied at any time without the need for them to consent.

13.3 We will not be liable in respect of any of the following:

(a) for any services outside the scope of the Services agreed to be performed by us;

(b) to any third party;

(c) in respect of any consequential losses or loss of profits.

(d) for any losses, costs, penalties or damages arising from the Energy Performance of Buildings Regulations 2011.

13.4 Where any loss is suffered by you for which we and any other person are jointly and severally liable to you the loss recoverable by you from us shall be limited so as to be in proportion to our relative contribution to the overall fault.

13.5. Our liability for loss and damage attributable to our negligence, breach of contract, misrepresentation or otherwise (but not in respect of fraud, fraudulent misrepresentation, death or personal injury) shall not exceed £1 million per single originating cause (or if higher, such minimum level of insurance cover as the Royal Institution of Chartered Surveyors requires us to maintain from time to time). This limit applies to each and every transaction and retainer and any subsequent work we undertake for you unless expressly overridden in a subsequent Instruction Letter signed by a director of Colliers.

13.6 The exclusions and limitations in this paragraph will not exclude or limit any liability for fraud or dishonesty or for liabilities which cannot lawfully be limited or excluded.

13.7 Where the Instruction Letter is addressed to more than one client, the above limit of liability applies to the aggregate of all claims by all such clients and not separately to each client.

13.8 No claims, actions or proceedings arising from or relating to the Services and/or this agreement shall be commenced against us after six years after the date of the completion of the Services or such earlier date as may be prescribed by law.

14.0 INDEMNITIES

14.1 You agree to indemnify us against all costs, claims, charges and expenses which we shall incur by reason of (but not limited to):

(a) Use of any of our work for purposes other than those agreed by us.

(b) Misrepresentation by you or with your authority to third parties of advice given by us.

(c) Misrepresentation to third parties of the extent of our involvement in any particular project.

(d) Any claims or proceedings concerning Energy Performance Certificates prepared by you or on your behalf.

14.2 You also agree to indemnify us against any and all damages or liability suffered by us, arising from the use by us of material provided by you to us the copyright of which is vested in a third party.

15.0 ASSIGNMENT

15.1 Neither this agreement nor any of its terms may be assigned by you to any third party unless agreed in writing.

16.0 TERMINATION OF INSTRUCTIONS

16.1 We may terminate any agreement governed by these Terms immediately by notice in writing:

(a) Where as a result of circumstances outside the control of both of us the Services become impossible of performance or;

(b) Where you have rendered the Services impossible of performance or;

(c) You have provided incorrect information to us contrary to Clause 8 above upon which we have relied or;

(d) If you have not made payment by the due date of any sum payable to us or;

(e) At any time in the event that you are in material breach of your obligations to us or;

(f) Without assigning any reason and on the basis that you are under no obligation to pay any fees in respect of the matter and that we are under no obligation to perform any further services.

16.2 You (and if clause 16.1 does not apply we) may terminate any agreement governed by these Terms by giving not less than 28 days' notice in writing. However, if the Instruction Letter states a minimum period for our instruction, notice to terminate may not be given so as to expire before the end of that period.

16.3 On termination of our instructions you will be liable to pay to us any outstanding disbursements and expenses and you will remain liable for any fees arising under Clauses 2, 3 and 5 of these Terms.

16.4 Notwithstanding termination of our agreement with you the provisions of Clauses 1 to 10, 12, 13, 14, 19, 20 and 21 shall remain in full force and effect.

17.0 MONEY LAUNDERING COMPLIANCE

We are required by law to operate procedures pursuant to the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, which may include requesting that you provide us with documentary proof of identity, proof of address and/or proof of funding in relation to a particular transaction or instruction. You agree to comply with any such requests promptly. You also agree that we may, at our sole discretion and without obligation, give reliance on and/or provide the identity checks we have carried out on you to an agent acting for the counterparty involved in the transaction of the Property. Should you or your agents or advisers receive any information in respect of the counterparty involved in the transaction of the Property which we may require to comply with our legal obligations and which you are aware we have not otherwise received, you shall procure the provision of that information (and any changes in those details) to us upon our request or prior to exchange of unconditional contracts for the transaction of the Property whichever is the earlier.

18.0 COMPLAINTS AND INSURANCE

18.1 We operate a procedure for complaints handling as required by the Royal Institution of Chartered Surveyors. A copy is available on request.

18.2 The details of our professional indemnity insurance as set out in the Provision of Services Regulations 2009 can be requested from a member of our staff who is dealing with the Services.

19.0 LAW AND JURISDICTION

19.1 These terms of business are subject to the laws of England and Wales.

19.2 Any dispute shall be subject to the exclusive jurisdiction of the English Courts.

19.3 If a court rules that any provision of these Terms is invalid or unenforceable this will not affect the validity of the rest of the Terms which will remain in force.

20.0 RIGHTS OF THIRD PARTIES

Except as set out in clause 13 none of the Terms shall be enforceable under the Contracts (Rights of Third Parties) Act 1999 by a third party. No third party will be entitled to rely on any Report or advice except as agreed in writing by us.

21.0 NON-SOLICITATION

You will not on your own account or in partnership or association with any person, firm, company or organisation, or otherwise and whether directly or indirectly during, or for a period of 12 months from, the end of the term of this agreement, solicit or entice away or attempt to entice away or authorise the taking of such action by any other person, any of our and/or any Colliers Entity employees, directors, members or consultants who have worked on the Services. In the event of any breach of this clause, you shall be liable to pay damages of one year's gross remuneration of such employee, director, member or consultant and you agree that this is a reasonable pre-estimate of our loss arising from the breach of this clause.

22.0 CONFLICTS OF INTEREST

You will inform us immediately if you are or become aware of any potential conflict which affects the Services. We may decline to act for you and/or terminate the Services if we consider that there is a conflict of interest.

23.0 REGULATED BY RICS

Colliers is regulated by RICS for the provision of surveying services. This means we agree to uphold the RICS Rules of Conduct for Firms and all other applicable mandatory professional practice requirements of RICS, which can be found at www.rics.org. As an RICS regulated firm we have committed to cooperating with RICS in ensuring compliance with its standards. The firm's nominated RICS Responsible Principal is Sara Duncan, Head of Valuation and Advisory Services, based at 50 George Street, London W1U 7GA.

APPENDIX:

GENERAL ASSUMPTIONS AND DEFINITIONS

GENERAL ASSUMPTIONS AND DEFINITIONS

Unless otherwise instructed, our valuations are carried out in accordance with the following assumptions, conditions and definitions. These form an integral part of our appointment.

Our Report and Valuation is provided in accordance with the current edition of the RICS Valuation – Global Standards (Incorporating the IVSC International Valuation Standards) prepared by the Royal Institution of Chartered Surveyors (the "Red Book"), and with any agreed instructions. Any opinions of value are valid only at the valuation date and may not be achievable in the event of a future disposal or default, when both market conditions and the sale circumstances may be different.

Within the Report and Valuation, we make assumptions in relation to facts, conditions or situations that form part of the valuation We assume that all information provided by the addressee of the report, any borrower or third party (as appropriate) in respect of the property is complete and correct. We assume that details of all matters relevant to value, such as prospective lettings, rent reviews, legislation and planning decisions, have been made available to us, and that such information is up to date. In the event that any of these assumptions prove to be incorrect then we reserve the right to review our opinion(s) of value.

VALUATION DEFINITIONS:

Market Value is defined in IVS 104 paragraph 30.1 as:

'*The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*'.

The interpretative commentary on Market Value, within the International Valuation Standards (IVS), has been applied.

Valuations produced for capital gains tax, inheritance tax and Stamp Duty Land Tax / Land and Buildings Transaction Tax purposes will be based on the statutory definitions, which are written in similar terms and broadly define Market Value as:

'*The price which the property might reasonably be expected to fetch if sold in the open market at that time, but that price must not be assumed to be reduced on the grounds that the whole property is to be placed on the market at one and the same time.*'

Market Rent is defined in IVS 104 paragraph 40.1 as:

'*The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.*'

The appropriate lease terms will normally reflect current practice in the market in which the property is situated, although for certain purposes unusual terms may need to be stipulated. Unless stated otherwise within the report, our valuations have been based upon the assumption that the rent is to be assessed upon the premises as existing at the date of our inspection.

Investment Value or 'Worth', is defined in IVS 104 paragraph 60.1 as:

'*the value of an asset to a particular owner or prospective owner for individual investment or operational objectives.*'.

This is an entity-specific basis of value and reflects the circumstances and financial objectives of the entity for which the valuation is being produced. Investment value reflects the benefits received by an entity from holding the asset and does not necessarily involve a hypothetical exchange.

Fair Value is defined according to one of the definitions below, as applicable to the instructions.

Fair Value - International Accounting Standards Board (IASB) in IFRS 13.

'The price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date'.

Fair Value - UK Generally Accepted Accounting Principles (UK GAAP) adopts the FRS 102 definition:

"The amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchanged, between knowledgeable, willing parties in an arm's length transaction."

Existing Use Value is defined in UKVS 1.3 of the Red Book:

'The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing wherein the parties had acted knowledgeably, prudently and without compulsion, assuming that the buyer is granted vacant possession of all parts of the asset required by the business and disregarding potential alternative uses and any other characteristics of the asset that would cause its Market Value to differ from that needed to replace the remaining service potential at least cost.'

SPECIAL ASSUMPTIONS

Where we are instructed to undertake valuations subject to a Special Assumption, these usually require certain assumptions to be made about a potential alternative use or status of the property. This is a hypothetical scenario that we consider realistic, relevant and valid as at the valuation date, but which may not necessarily be deliverable at a future date.

REINSTATEMENT / REPLACEMENT COST ASSESSMENT AND INSURANCE

If we provide a reinstatement cost assessment, we do not undertake a detailed cost appraisal and the figure is provided for guidance purposes only. It is not a valuation in accordance with the Red Book and is provided without liability. It must not be relied upon as the basis from which to obtain building insurance.

In arriving at our valuation we assume that the building is capable of being insured by reputable insurers at reasonable market rates. If, for any reason, insurance would be difficult to obtain or would be subject to an abnormally high premium, it may have an effect on costs.

PURCHASE AND SALE COSTS, SDLT, LBTT AND TAXATION

No allowance is made for legal fees or any other costs or expenses which would be incurred on the sale of the property. However, where appropriate, and in accordance with market practice for the asset type, we make deductions to reflect purchasers' acquisition costs. Trade-related properties are usually valued without deducting the costs of purchase. Where appropriate, purchasers' costs are calculated based on professional fees inclusive of VAT, together with the appropriate level of Stamp Duty Land Tax (SDLT) / Land and Buildings Transaction Tax (LBTT) / Land Transaction Tax (LTT).

Whilst we have regard to the general effects of taxation on market value, we do not take into account any liability for tax that may arise on a disposal, whether actual or notional, neither do we make any deduction for Capital Gains Tax, VAT or any other tax. We make no allowance for receipt or repayment of any grants or other funding.

PLANS, FLOOR AREAS AND MEASUREMENTS

Where a site plan is provided, this is for indicative purposes only and should not be relied upon. Site areas are obtained from third party sources, including electronic databases, and we are unable to warrant their accuracy. Our assumptions as to site boundaries / demise should be verified by your legal advisers. If any questions of doubt arise the matter should be raised with us so that we may review our valuation.

We obtain floor areas in accordance with our instructions. This may comprise one or more of the following approaches (i) we measure the floor areas during the property inspection (ii) we calculate floor areas from plans provided to us, supported by check measurements on site where possible, (iii) we rely upon floor areas provided. Under approaches (ii) and (iii), we wholly rely upon the information provided, and assume that the areas have been calculated in accordance with market standards. We are unable to provide any warranties as to accuracy.

Measurement is in accordance with the current edition of RICS Property Measurement. If we are instructed not to adopt International Property Measurement Standards (IPMS), measurements are provided in accordance with the latest version of the Code of Measuring Practice. We adopt the appropriate floor area basis for our valuation analysis to reflect the analysis of floor areas in the comparable transactions. Where the basis of analysis of a comparable is uncertain, we adopt a default assumption for that asset type.

Although every reasonable care is taken to ensure the accuracy of the surveys there may be occasions when due to tenant's fittings, or due to restricted access, professional estimations are required. We recommend that where possible, we are provided with scaled floor plans in order to cross-reference the measurements. In the event that a specialist measuring exercise is undertaken for the property, we recommend that a copy is forwarded to us in order that we may comment on whether there may be an impact on the reported value.

Floor areas set out in our report are provided for the purpose described in the Report and Valuation and are not to be used or relied upon for any other purpose.

CONDITION, STRUCTURE AND SERVICES, HARMFUL / DELETERIOUS MATERIALS, HEALTH & SAFETY LEGISLATION AND EPCS

Our Report and Valuation takes account of the general condition of the property as observed from the valuation inspection, and is subject to access. Where we have noticed items of disrepair during the course of our inspections, they are reflected in our valuations, unless otherwise stated.

We do not undertake any form of technical, building or deleterious material survey and it is a condition of our appointment that we will in no way review, or give warranties as to, the condition of the structure, foundations, soil and services. Unless we are supplied with evidence to the contrary, we assume that the property is fully in compliance with building regulations and is fully insurable. We assume it is free from any rot, infestation, adverse toxic chemical treatments, and structural or design defects. We assume that none of the materials commonly considered deleterious or harmful are included within the property, such as, inter alia, asbestos, high alumina cement concrete, calcium chloride as a drying agent, wood wool slabs as permanent shuttering, aluminium composite cladding material, polystyrene and polyurethane cladding insulation.

In the event that asbestos is identified in a property, we do not carry out an asbestos inspection, nor are we able to pass comment on the adequacy of any asbestos registers or management plans. Where relevant, we assume that the property is being managed in full compliance with the Control of Asbestos Regulations 2012 and relevant HSE regulations, and that there is no requirement for immediate expenditure, nor any risk to health.

We do not test any services, drainage or service installations. We assume that all services, including gas, water, electricity and sewerage, are provided and are functioning satisfactorily.

We assume that the property has an economic life span similar to comparable properties in the market, subject to regular maintenance and repairs in accordance with appropriate asset management strategies.

We comment on the findings of Energy Performance Certificates (EPCs) and Display Energy Certificates (DECs) if they are made available to us, but may be unable to quantify any impact on value. If we are not provided with an EPC, we assume that if one was available, its rating would not have had a detrimental impact upon our opinion value or marketability.

Our valuations do not take account of any rights, obligations or liabilities, whether prospective or accrued, under the Defective Premises Act, 1972. Unless advised to the contrary, we assume that the properties comply with, and will continue to comply with, the current Health & Safety and Disability legislation.

We do not test any alarms or installations and assume that the property complies with, and will continue to comply with, fire regulations and the Smoke and Carbon Monoxide Alarm (England) Regulations 2015 legislation.

Where a specialist condition or structural survey is provided to us, we reflect the contents of the report in our valuation to the extent that we are able to as valuation surveyors, and our assumptions should be verified by the originating consultant. Should any issues subsequently be identified, we reserve the right to review our opinion of value.

GROUND CONDITIONS, ENVIRONMENTAL MATTERS, CONSTRAINTS AND FLOODING

We are not chartered environmental surveyors and we will not provide a formal environmental assessment. Our investigations are therefore limited to observations of fact, obtained from third party sources, such as local authorities, the Environment Agency and professional reports that may be commissioned for the valuation.

We do not carry out any soil, geological or other tests or surveys in order to ascertain the site conditions or other environmental conditions of the property. Unless stated to the contrary within the report, our valuation assumes that there are no unusual features that may be harmful to people or property, or that would inhibit the actual or assumed use or development of the property. This includes, inter alia: ground conditions and load bearing qualities, subterranean structures or services, contamination, pollutants, mining activity, sink holes, archaeological remains, radon gas, electromagnetic fields and power lines, invasive plants and protected species.

We do not undertake any investigations into flooding, other than is available from public sources or professional reports provided to us. Our findings are outlined in the report for information only, without reliance or warranty. We assume in our valuation that appropriate insurance is in place and may be renewed to any owner of the property by reputable insurers at reasonable market rates. If, for any reason, insurance would be difficult to obtain or would be subject to an abnormally high premium, it may have an effect on value.

Should our enquiries or any reports indicate the existence of environmental issues or other matters as described above, we expect them to contain appropriate actions and costings to address the issue. We rely on this information and use it as an assumption in our valuation. If such information is not available, we may not be able to provide an opinion of value.

We assume that the information and opinions we are given in order to prepare our valuation are complete and correct and that further investigations would not reveal more information sufficient to affect value. However, a purchaser in the market may undertake further investigations, and if these were unexpectedly to reveal issues then this might reduce the values reported. We recommend that appropriately qualified and experienced specialists are instructed to review our report and revert to us if our assumptions are incorrect.

PLANT AND MACHINERY, FIXTURES AND FITTINGS

We disregard the value of all process related plant, machinery, fixtures and fittings, and those items which are in the nature of occupiers' trade fittings and equipment. We have regard to landlords' fixtures such as lifts, escalators, central heating and air conditioning forming an integral part of the buildings.

Where properties are valued as an operational entity and includes the fixtures and fittings, it is assumed that these are not subject to any hire purchase or lease agreements or any other claim on title.

No equipment or fixtures and fittings are tested in respect of Electrical Equipment Regulations and Gas Safety Regulations and we assume that where appropriate all such equipment meets the necessary legislation. Unless otherwise specifically mentioned the valuation excludes any value attributable to plant and machinery.

OPERATIONAL ENTITIES

Where the properties are valued as an operational entity and reference is made to the trading history or trading potential of the property, we place reliance on information supplied to us. Should this information subsequently prove to be inaccurate or unreliable, the valuations reported could be adversely affected. Our valuations do not make any allowance for goodwill.

TITLE, TENURE, OCCUPATIONAL AGREEMENTS AND COVENANTS

Unless otherwise stated, we do not inspect the Land Registry records, title deeds, leases or related legal documents and, unless otherwise disclosed to us, we assume good and marketable title that is free from onerous or restrictive covenants, rights of way and easements, and any other encumbrances or outgoings that may affect value. We disregard any mortgages (including regulated mortgages), debentures or other charges to which the property may be subject.

We assume that any ground rents, service charges other contributions are fair and proporti onate, and are not subject to onerous increases or reviews.

Where we have not been supplied with leases, unless we have been advised to the contrary, we assume that all the leases are on a full repairing and insuring basis and that all rents are reviewed in an upwards direction only, at the intervals notified to us, to market rent. We assume that no questions of doubt arise as to the interpretation of the provisions within the leases giving effect to the rent reviews. We assume that wherever rent reviews or lease renewals are pending, all notices have been served validly within the appropriate time limits, and they will be settled according to the assumptions we set out within the reports.

Unless informed otherwise, we assume that all rents and other payments payable by virtue of the leases have been paid to date and there are no arrears of rent, service charge or other breaches in the obligations of occupation.

In the case of property that is let, our opinion of value is based on our assessment of the investment market's perception of the covenant strength of the occupier(s). This is arrived at in our capacity as valuation surveyors on the basis of information that is publicly available. We are not accountants or credit experts and we do not undertake a detailed investigation into the financial status of the tenants. Our valuations reflect the type of tenants actually in occupation or responsible for meeting lease commitments, or likely to be in occupation, and the market's general perception of their creditworthiness. We provide no warranties as to covenant strength and recommend that you make your own detailed enquiries if your conclusions differ from our own.

Where we are provided with a report on title and/or occupational agreement, we form our opinion of value reflecting our interpretation of that title. Your legal advisers should review our understanding of the title and confirm that this is correct.

PLANNING, LICENSING, RATING AND STATUTORY ENQUIRIES

We undertake online planning enquiries to the extent that we consider reasonable and appropriate to the valuation. We do not make formal verbal or written enquiries to local authorities. If a professional planning report is provided to us, we will take the findings into account in our valuation but will not be accountable for the advice provided within it, nor any errors of interpretation or fact within the third party report.

We assume that the property is constructed, used and occupied in full compliance with the relevant planning and building regulation approvals and that there are no outstanding notices, conditions, breaches, contraventions, non-compliance, appeals, challenges or judicial review. We assume that all consents, licenses and permissions are in place, that there are no outstanding works or conditions required by lessors or statutory, local or other competent authorities, and that no adverse planning conditions or restrictions apply. If we are instructed to value property on the Special Assumption of having the benefit of a defined planning permission or license, we assume that it will not be appealed or challenged at any point prior to, or following, implementation.

Our investigations are limited to identifying material planning applications on the property and observable constraints. We seek to identify any proposals in the immediate vicinity that may have an impact on the property, such as highway proposals, comprehensive development schemes and other planning matters.

We seek to obtain rateable values and council tax banding from the statutory databases, where available. The 2017 rating revaluation has resulted in some significant increases in rateable values. This may have an impact on the marketability and value of a property, and on vacancy rates or landlord non recoverable costs. However, unless there is evidence to the contrary, we will make the express assumption that any changes are affordable to occupiers, or will be subject to appropriate transitional relief. We do not reflect the impact of any rating appeals in our valuations unless they are formally concluded.

Given that statutory information is obtained from third party sources, we are unable to provide any warranty or reliance as to its accuracy. Your legal advisers should verify our assumptions and revert to us if required.

VALUATIONS ASSUMING DEVELOPMENT, REFURBISHMENT OR REPOSITIONING

Unless specifically instructed to the contrary, where we are provided with development costs and construction schedules by the addressee, a borrower or an independent quantity surveyor, we rely on this information as an assumption in arriving at our opinion of value. It forms an assumption within our valuation and we accept no liability if the actual costs or programme differ from those assumed at the valuation date.

We are not quantity surveyors and provide no reliance as to construction costs or timescale. Irrespective of the source of this information, a professional quantity surveyor should review our assumptions and revert to us if there are any issues of doubt, so that we may review our opinion of value.

We additionally assume that a hypothetical market purchaser will have the necessary resources, skills and experience to deliver the proposed development. It is not within our scope to assess the credentials of any actual purchaser, owner or developer of the property that is subject to our valuation. We accept no liability for any circumstances where a development or refurbishment does not achieve our concluded values.

If a property is in the course of development, our valuation assumes that the interest will be readily assignable to a market purchaser with all contractor and professional team warranties in place. Where an opinion of the completed development value is required, we assume that all works are completed in accordance with appropriate statutory and industry standards, and are institutionally acceptable.

ALTERNATIVE INVESTMENT FUNDS

In the event that our appointment is from an entity to which the European Parliament and Council Directive 2011/61/EU ('the AIFMD'), which relates to Alternative Investment Fund Managers ('AIFM'), applies, our instructions are solely limited to providing recommendations on the value of particular property assets (subject to the assumptions set out in our valuation report) and we are therefore not determining the net asset value of either the Fund or the individual properties within the Fund. Accordingly, we are not acting as an 'external valuer' (as defined under the AIFMD) but are providing our service in the capacity of a 'valuation advisor' to the AIFM.

INTERPRETATION AND COMPREHENSION OF THE REPORT AND VALUATION

Real estate is a complex asset class that carries risk. Any addressee to whom we have permitted reliance on our Report and Valuation should have sufficient understanding to fully review and comprehend its contents and conclusions. We strongly recommend that any queries are raised with us within a reasonable period of receiving our Report and Valuation, so that we may satisfactorily address them.

APPENDIX:
PROPERTY VALUATIONS

The Elite Commercial REIT Portfolio
Project Gemstones II

Portfolio	Name	Town	Region	Total Net Internal Area (sq ft)	Tenure	Rent Review	Break Date	Expiry Date	Lease Term	WAULT Break	WAULT Expiry	Rent PA	Rent PSF	Initial Yield	SPV as Portfolio
Bruton	Finchley Lane	Hendon	London	15,424	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£254,200	£16.48	4.50%	£5,550,000
Bruton	Kilner House	Canning Town	London	13,145	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£270,570	£20.60	4.25%	£6,255,000
Bruton	Medina Road	Finsbury Park	London	15,365	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£276,963	£18.03	4.25%	£6,400,000
Bruton	Raydean House	Barnet	London	21,958	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£339,257	£15.45	4.00%	£8,330,000
Bruton	Oates House	Stratford	London	14,659	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£351,825	£24.00	4.00%	£8,640,000
Bruton	Collyer Court	Peckham	London	15,586	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£361,209	£23.18	4.25%	£8,350,000
Bruton	Peckham High Street	Peckham	London	17,967	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£416,388	£23.18	4.25%	£9,625,000
Bruton	Broadway House	Ealing	London	17,218	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£443,362	£25.75	4.00%	£10,890,000
Bruton	Crown House	Romford	London	34,279	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£529,376	£15.45	4.25%	£12,235,000
Stratton	Medwyn House	Lewes	South East	23,217	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£305,187	£13.14	5.00%	£5,995,000
Stratton	Tonbridge Crown Buildings	Tonbridge	South East	10,549	Freehold	1-Apr-23	-	31-Mar-28	10 (no break)	7.6	7.6	£146,679	£13.91	4.75%	£3,035,000
Hayhill 2	Speke Road	Liverpool	North West	8,317	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£55,250	£6.64	7.33%	£741,308
Hayhill 2	Openshaw Job Centre	Manchester	North West	12,925	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£60,273	£4.66	7.31%	£808,700
Hayhill 2	Premier House	Liverpool	North West	9,475	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£60,775	£6.41	7.33%	£814,827
Hayhill 2	Station Road	Port Talbot	Wales	8,793	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£61,134	£6.95	7.37%	£814,827
Hayhill 2	Chester Le Street Crown Buildings	Chester Le Street	North East	10,490	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£65,296	£6.22	7.37%	£869,965
Hayhill 2	Rhyl High Street	Rhyl	Wales	9,452	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£70,815	£7.49	7.77%	£894,472
Hayhill 2	South Muirhead Road	Cumbernauld	Scotland	9,097	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£73,081	£8.03	8.16%	£882,218
Hayhill 2	Washwood Heath Road	Washwood Heath	West Midlands	14,922	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£76,848	£5.15	7.33%	£1,029,255
Hayhill 2	Centurion House	Castleford	Yorkshire	11,238	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£78,129	£6.95	7.31%	£1,047,634
Hayhill 2	Saxon Mill Lane	Tamworth	West Midlands	10,698	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£96,418	£9.01	6.94%	£1,366,213
Hayhill 2	George Street	Corby	East Midlands	8,847	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£100,235	£11.33	7.35%	£1,341,707
Hayhill 2	Great Moore Street	Bolton	North West	13,842	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£100,455	£7.26	7.36%	£1,341,707
Hayhill 2	Queen's House	Plymouth	South West	14,094	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£106,482	£7.56	7.37%	£1,421,352
Hayhill 2	Leeds Road	Bradford	Yorkshire	22,224	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£114,455	£5.15	7.35%	£1,531,629
Hayhill 2	Irish Street	Dumfries	Scotland	12,303	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£118,536	£9.63	8.17%	£1,427,478
Hayhill 2	Bilston High Street	Bilston	West Midlands	10,779	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£119,039	£11.04	6.94%	£1,684,792
Hayhill 2	Windsor Road	Neath	Wales	15,816	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£119,139	£7.53	7.78%	£1,507,123
Hayhill 2	Chantry House	Rotherham	Yorkshire	20,618	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£122,112	£5.92	7.34%	£1,635,780
Hayhill 2	Cardwell Place	Blackburn	North West	15,386	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£125,568	£8.16	12.52%	£985,000
Hayhill 2	Scotland House	Stourbridge	West Midlands	12,452	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£128,252	£10.30	6.94%	£1,813,449
Hayhill 2	Afon House	Newtown	Wales	19,160	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£134,000	£6.99	7.77%	£1,697,045
Hayhill 2	Brunswick House	Birkenhead	North West	27,956	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£155,705	£5.57	7.34%	£2,083,015
Hayhill 2	Charles Street	Newport	Wales	18,334	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£165,750	£9.04	7.33%	£2,217,799
Hayhill 2	Castle House	Huddersfield	Yorkshire	20,389	Leasehold (125 yrs)	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£201,606	£9.89	7.35%	£2,695,667
Hayhill 2	New River House	Galashiels	Scotland	21,216	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£235,000	£11.08	8.16%	£2,830,450
Hayhill 2	Bristol Road South	Birmingham	West Midlands	18,996	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£286,296	£15.07	6.53%	£4,306,940
Hayhill 2	Victoria Road	Kirkcaldy	Scotland	45,885	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£372,184	£8.11	8.16%	£4,478,483
Hayhill 2	Blackpool Norcross Lane - Tomlinson H	Blackpool	North West	89,179	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£788,342	£8.84	7.34%	£10,543,733
Hayhill 2	Bridge House	Castleford	Yorkshire	12,949	Freehold	31-Mar-23	31-Mar-23	31-Mar-28	10 (break at 5)	2.6	7.6	£75,000	£5.79	7.33%	£1,004,749
Lexden	Blackburn House	Norwich	Eastern	9,302	Leasehold (85 yrs)	28-Jan-20		27-Jan-30	10 (no break)	9.5	9.5	£164,000	£17.63	9.01%	£1,520,000
CLS Portfolio	Bradmarsh Business Park	Rotherham	Yorkshire	12,054	Freehold	29-Apr-18		28-Apr-23	5 (No Break)	2.6	2.7	£120,000	£9.96	9.99%	£1,180,000
CLS Portfolio	Chantry House	Chester	North West	34,847	Freehold	1-Apr-23	1-Apr-23	30-Apr-28	10 (break at 5)	2.6	7.7	£400,000	£11.48	7.34%	£5,348,448
CLS Portfolio	Cyppa Court	Chippenham	South West	12,299	Freehold	1-Apr-23	1-Apr-23	31-Mar-28	10 (break at 5)	2.6	7.6	£160,000	£13.01	7.34%	£2,138,154
CLS Portfolio	Great Oaks House	Basildon	Eastern	54,432	Leasehold (983 yrs)	1-Apr-23		31-Mar-28	10 (no break)	7.6	7.6	£550,000	£10.10	6.00%	£9,005,000

The Elite Commercial REIT Portfolio
Project Gemstones II

Portfolio	Name	Town	Region	Total Net Internal Area (sq ft)	Tenure	Rent Review	Break Date	Expiry Date	Lease Term	WAULT Break	WAULT Expiry	Rent PA	Rent PSF	Initial Yield	SPV as Portfolio
Lexden	Great Western House	Birkenhead	North East	80,141	Freehold	1-Apr-23		31-Mar-28	10 (no break)	7.6	7.6	£650,000	£8.11	7.00%	£9,120,000
Lexden	Hanover House	Bridgwater	South West	21,598	Freehold	1-Apr-23	1-Apr-23	31-Mar-28	10 (break at 5)	2.6	7.6	£178,182	£8.25	8.16%	£2,144,280
CLS Portfolio	Ladywell House	Edinburgh	Scotland	54,622	Freehold	25-Jan-23	26-Jan-23	25-Jan-30	10 (break at 5)	2.5	9.5	£675,000	£12.36	8.97%	£7,388,577
CLS Portfolio	Lindsay House	Dundee	Scotland	38,803	Freehold	1-Apr-23	1-Apr-23	31-Mar-28	10 (break at 5)	2.6	7.6	£390,000	£10.05	8.16%	£4,692,911
Lexden	29 Newport Road, Cardiff	Cardiff	Wales	33,749	Freehold	1-Aug-17	12-Aug-23	11-Aug-28	10 (break at 5)	3.0	8.0	£405,000	£12.00	8.16%	£4,876,706
Lexden	Phoenix House	Bradford	Yorkshire	37,649	Freehold			20-Oct-22	5 (No Break)	2.2	2.2	£452,201	£12.01	10.00%	£4,440,000
CLS Portfolio	Portland House	Redcar	Yorkshire	9,559	Freehold	1-Apr-23	1-Apr-23	30-Apr-28	10 (break at 5)	2.6	7.7	£75,000	£7.85	8.19%	£900,598
Lexden	Sidlaw House	Dundee	Scotland	61,250	Freehold		29-Jun-22	28-Jun-27	10 (break at 5)	1.9	6.9	£788,283	£12.87	13.00%	£5,955,000
CLS Portfolio	St Katherine's House	Northampton	East Midlands	27,745	Freehold	25-Dec-18		24-Dec-23	5 (No Break)	3.4	3.4	£209,430	£7.55	9.80%	£2,100,000
CLS Portfolio	Temple House	Wolverhampton	West Midlands	27,523	Freehold	1-Apr-23	1-Apr-23	31-Mar-28	10 (break at 5)	2.6	7.6	£247,700	£9.00	8.50%	£2,983,613
Lexden	Theatre Buildings	Billingham	North East	7,261	Freehold	1-Apr-23	1-Apr-23	31-Mar-28	10 (break at 5)	2.6	7.6	£57,000	£7.85	8.17%	£686,170
CLS Portfolio	Units 1-2 Dallas Court	Salford	North West	16,044	Leasehold (93 yrs)	2-Jun-19		1-Jun-24		3.8	3.8	£154,200	£9.61	8.99%	£1,455,000
CLS Portfolio	St. Cross House	Southampton	South East	42,985	Freehold	1-Apr-23	1-Apr-23	30-Apr-28	10 (break at 5)	2.6	7.7	£455,000	£10.59	8.16%	£5,483,231
Total				**1,307,064**								**£14,092,185**			**£212,540,000**

EXECUTIVE SUMMARY - CROWN BUILDING, 10 FINCHLEY LANE, HENDON, LONDON, NW4 1DP

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	1
Property Address	Crown Building, 10 Finchley Lane, Hendon, London, NW4 1DP
PROPERTY PARTICULARS	
Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a five-storey, purpose built, office building. It is of concrete frame construction with traditional cavity masonry elevations. Internally, the Property provides open plan office spaces. There are approximately 11 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies various exsiting and presumed Asbestos Containing Materials (ACMs) within the Property requiring management control. The report notes the sampled areas are Very Low to a Low Material Risk with the presumed areas a High Risk but does not allocate any material issues with the current asbestos management. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Hendon is an area of London within the London Borough of Barnet, approximately 7 miles north west of Central London. Hendon is bisected by the A41 which is a main arterial route into Central London and the M1 Motorway is accessed via Junction 1 and Junction 2 to the south and north respectively. The Property is located on the south side of Finchley lane immedietly to the east of its junction with Brent Street. Hendon Central Underground Station is located 0.8 miles south west and provides Northern line services.
Site Area (acres)	0.23
Net Internal Area (sq ft)	15,424
Year of Completion	1950s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of London Borough of Barnet and is covered by the Local Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£254,200
Net Current Rent (pa)	£254,200
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£254,000
Gross Value	**£5,649,900**
Capex Allowance	£0.00
Market Value	**£5,550,000** Net of purchasers costs at 1.80%
Initial Yield	4.50%
Equivalent Yield	4.50%
Reversionary Yield	4.50%
Direct Comparison Rate (£/ sq ft)	**£360** Disposal marketing period 6-9 months

EXECUTIVE SUMMARY - KILNER HOUSE, 197 FREEMASONS ROAD, LONDON, E16 3PD

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	2
Property Address	Kilner House, 197 Freemasons Road, London, E16 3PD

PROPERTY PARTICULARS

Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a purpose built office building, constructed in 1998, arranged over ground and first floors. It is of steel frame construction with facing brick elevations. Internally, the Property provides open plan office accommodation. There are approximately 22 surface car parking spaces surrounding the Property.
Building Assessment	The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Canning Town is a distict in East London, located approximately 7.2 miles east of Central London. Canning Town is bisected by the A13 which is a main arterial route in to Central London and provides access to Junction 30 of the M25 London Orbital Motorway, approximately 13.5 miles east. The subject property is located on the western side of Freemasons Road immedietly south of its junction with the A13. Canning Town Station is located approximately 1 mile west and is served by London Underground Jubilee and DLR lines.
Site Area (acres)	0.25
Net Internal Area (sq ft)	13,145
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of the London Borough of Newham and is covered by the Newham Local Plan 2018. The Property is in an area allocated as a Local Mixed Use Area which allows for different employment uses. There are no outstanding planning applications pending determination.

TENANCY

Gross Current Rent (pa)	£270,570
Net Current Rent (pa)	£270,570
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£263,000		
Gross Value	**£6,367,590**		
Capex Allowance	£0.00		
Market Value	**£6,255,000**	Net of purchasers costs at	1.80%
Initial Yield	4.25%		
Equivalent Yield	4.14%		
Reversionary Yield	4.13%		
Direct Comparison Rate (£/ sq ft)	**£476**	**Disposal marketing period**	6-9 months

EXECUTIVE SUMMARY - 53-53 MEDINA ROAD, FINSBURY PARK, LONDON, N7 7JX

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	3
Property Address	53-53 Medina Road, Finsbury Park, London, N7 7JX

PROPERTY PARTICULARS

Date of Inspection	07 July 2020
Type of Property	Office
Brief Description	The Property comprises a office building arranged over ground, first and basement floors. It is of steel frame construction with facing brick elevations. Internally, the Property provides open plan office spaces. There is an external area to the south elevation where the tenant park their cars but there are no marked bays.
Building Assessment	We understand that the Asbestos Register identifies various 'high risk' asbestos containing materials in restricted areas and some very low risk items. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Finsbury Park is located 4.5 miles north east of Central London and is located at the convergience between the boroughs of Islington, Haringey and Hackney. The town is accessible via the A1 which is a main arterial route into Central London and provides road access to the M1 motorway at Junction 2, approximately 7 miles north. The Property is situated on the western side of Medina Road immedietly south of its junction with the A503. Finsbury Park Station is located 0.2 miles east and is swerved by London Underground Piccadilly and Victoria lines along with Natinal Rail services.
Site Area (acres)	0.51
Net Internal Area (sq ft)	15,365
Year of Completion	1930s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of the London Borough of Islington and is covered by Islington's Core Strategy February 2011. The Property is located in the Seven Sisters Road site allocation where loss of business floorspace will be restricted. There are no outstanding planning applications pending determination.

TENANCY

Gross Current Rent (pa)	£276,963
Net Current Rent (pa)	£276,963
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£269,000		
Gross Value	**£6,515,200**		
Capex Allowance	£0.00		
Market Value	**£6,400,000**	Net of purchasers costs at	1.80%
Initial Yield	4.25%		
Equivalent Yield	4.14%		
Reversionary Yield	4.13%		
Direct Comparison Rate (£/ sq ft)	**£417**	Disposal marketing period	6-9 months

EXECUTIVE SUMMARY - RAYDEAN HOUSE, 15 WESTERN PARADE, BARNET, EN5 1AH

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	4
Property Address	Raydean House, 15 Western Parade, Barnet, EN5 1AH

PROPERTY PARTICULARS

Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of concrete frame construction with spandrel panel elevations. Internally, the Property provides open plan office spaces. There are approximately 67 surface car parking spaces surrounding the Property.
Building Assessment	We understand that an Asbestos Register has not been provided and the recomends a copy of this be obtained but it is the tenants responsibility that a plan is held. The report concludes they would not anticipate significant quantities of asbestos containing materials to be present. The report does not allow for any landlord costs in connection with this and therefore this is the approach we have adopted in arriving at our opinion of Market Value.
Surrounding Infrastructure	Barnet is an area of North London in the London Borough of Barnet, approximately 12 miles north of Central London. Barnet is located approximately 3 miles east of the A1 which is a main arterial route into Central London and is bisected by the A1000 which continues south and joins the A1. The Property is located on the west side of Western Parade and Great North Road, immedetly opposite the junction with Greenhill Park. High Barnet Underground Station is loacted 0.5 miles north and is a determination of the Northern line.
Site Area (acres)	0.96
Net Internal Area (sq ft)	21,958
Year of Completion	1980s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of London Borough of Barnet and is covered by the Local Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£339,257
Net Current Rent (pa)	£339,257
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£329,000		
Gross Value	**£8,479,940**		
Capex Allowance	£0.00		
Market Value	**£8,330,000**	Net of purchasers costs at	1.80%
Initial Yield	4.00%		
Equivalent Yield	3.89%		
Reversionary Yield	3.88%		
Direct Comparison Rate (£/ sq ft)	**£379**	**Disposal marketing period**	6-9 months

EXECUTIVE SUMMARY - OATES HOUSE, 1 TRAMWAY AVENUE, LONDON, E15 4PN

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	5
Property Address	Oates House, 1 Tramway Avenue, London, E15 4PN

PROPERTY PARTICULARS

Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a purpose built office building arranged over ground, basement and two upper floors. It is of steel frame construction with facing brick elevations, constructed 1995. Internally, the Property provides open plan office spaces. There are approximately 10 basement parking spaces to the rear of the property.
Building Assessment	We understand that the Asbestos Register identifies presumed 'high risk' Asbestos Containing Materials (ACMs) within restricted parts the Property but no samples have been taken and tested. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Stratford is a district in the East End of London approximately 6 miles nort east of Central London. The town is bisected by the A118 which provides access to Junction 28 of the M25 London Orbital Motorway, via its continuance along the A12, approximately 12.5 miles east. accessible via the A118 which provides road access to the M4 motorway at Junction 32, approximately 18 miles south of the town. The Property is situated on the east side of Tramway Avenue close to its junction with the A118. Stratford Station is located 0.2 miles west and is served by London Underground Jubilee, Central, DLR, Overground and TfL Rail, and National Rail services.
Site Area (acres)	0.18
Net Internal Area (sq ft)	14,659
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of the London Borough of Newham and is covered by the Newham Local Plan 2018. The Property is located in an area allocated as Stratford Metroplitan Centre where a number of uses will be considered, the Property is also located within Stratford St John's Conservation Area. There are no outstanding planning applications pending determination.

TENANCY

Gross Current Rent (pa)	£351,825
Net Current Rent (pa)	£351,825
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£366,000		
Gross Value	**£8,795,520**		
Capex Allowance	£0.00		
Market Value	**£8,640,000**	Net of purchasers costs at	1.80%
Initial Yield	4.00%		
Equivalent Yield	4.14%		
Reversionary Yield	4.16%		
Direct Comparison Rate (£/ sq ft)	**£589**	**Disposal marketing period**	6-9 months

EXECUTIVE SUMMARY - COLLYER COURT, COLLYER PLACE, PECKHAM, SE15 5DL

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	6
Property Address	Collyer Court, Collyer Place, Peckham, SE15 5DL

PROPERTY PARTICULARS

Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey plus small basement, purpose built, office building. It is of steel frame construction with cavity brick and block elevations. Internally, the Property provides open plan office spaces. There are approximately 21 surface car parking spaces shared with the adjoining property, which the tenant also occupies. There is a connecting walkway with the adjoining property which we understand would be the tenants responsibility to remove.
Building Assessment	We understand that the Asbestos Register has not been available for review and the report recommends solicitors provide a copy. The report concludes that 'the Property is a high risk of asbestos blight with a high potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Peckham is a district of South London in the London Borough of Southwark and located approximately 3.5 miles south east of Central London. Peckham is biscected by the A202 which runs west to Victoria. The Property is located at the south end of Collyer Place which connects to the A202 to the north and is approximately 0.1 miles west of its junction with Rye Lane. Peckham Rye Station is located 0.4 miles south and provides London Overground, Southern, Southeastern and Thameslink rail services.
Site Area (acres)	0.66
Net Internal Area (sq ft)	15,586
Year of Completion	1980s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of the London Borough of Southwark and is covered by the Local Plan. There are no outstanding planning applications pending determination and the land is located in the Rye Lane Conservation Area.

TENANCY

Gross Current Rent (pa)	£361,209
Net Current Rent (pa)	£361,209
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£312,000		
Gross Value	**£8,500,300**		
Capex Allowance	£0.00		
Market Value	**£8,350,000**	Net of purchasers costs at	1.80%
Initial Yield	4.25%		
Equivalent Yield	3.72%		
Reversionary Yield	3.67%		
Direct Comparison Rate (£/ sq ft)	**£536**	**Disposal marketing period**	6-9 months

EXECUTIVE SUMMARY - 24-26 PECKHAM HIGH STREET, SE15 5DS

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	7
Property Address	24-26 Peckham High Street, SE15 5DS

PROPERTY PARTICULARS

Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of steel frame construction with cavity brick and block elevations. Internally, the Property provides open plan office spaces. There are approximately 21 surface car parking spaces shared with the adjoining property, which the tenant also occupies. There is a connecting walkway with the adjoining property which we understand would be the tenants responsibility to remove.
Building Assessment	We understand that the Asbestos Register has not been available for review and the report recommends solicitors provide a copy. The report concludes that 'the Property is a high risk of asbestos blight with a high potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Peckham is a district of South London in the London Borough of Southwark and located approximately 3.5 miles south east of Central London. Peckham is biscected by the A202 which runs west to Victoria. The Property is located on the south side of the A202 approximately 0.1 miles west of its junction with Rye Lane. Peckham Rye Station is located 0.4 miles south and provides London OVerground, Southern, Southeastern and Thameslink rail services.
Site Area (acres)	0.3
Net Internal Area (sq ft)	17,967
Year of Completion	1980s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of the London Borough of Southwark and is covered by the Local Plan. There are no outstanding planning applications pending determination and the land is located in the Rye Lane Conservation Area.

TENANCY

Gross Current Rent (pa)	£416,388
Net Current Rent (pa)	£416,388
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£359,000		
Gross Value	**£9,798,250**		
Capex Allowance	£0.00		
Market Value	**£9,625,000**	Net of purchasers costs at	1.80%
Initial Yield	4.25%		
Equivalent Yield	3.72%		
Reversionary Yield	3.66%		
Direct Comparison Rate (£/ sq ft)	**£536**	**Disposal marketing period**	6-9 months

EXECUTIVE SUMMARY - BROADWAY HOUSE, 86-92 UXBRIDGE ROAD, EALING, LONDON, W13 8RA

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	8
Property Address	Broadway House, 86-92 Uxbridge Road, Ealing, London, W13 8RA
PROPERTY PARTICULARS	
Date of Inspection	30 June 2020
Type of Property	Office
Brief Description	The Property comprises a five-storey, purpose built, office building. It is of concrete frame construction with traditional masonary elevations. Internally, the Property provides open plan office spaces. There are approximately 29 car parking spaces to the rear of the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) that are presumed and do exist within the Property requiring management control. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Ealing is a district of West London located approximately 7.9 miles west of Central London. Ealing is well served by road routes, being bisected by the A4020 which continues 9.2 miles west to Junction 1 of the M40 Motorway and the A406 which continues 2 miles south to Junction 1 of the M4 Motorway. The Property is situated on the north side of the A4020 approximately 0.6 miles west from Ealing Broadway Station. Ealing Broadway Station is served by London Underground Central, District and TfL services, and National Rail services.
Site Area (acres)	0.31
Net Internal Area (sq ft)	17,218
Year of Completion	1980s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of the London Borough of Ealing and is covered by the Core Strategy 2026. The property is located within Ealing Metrolopitan Centre and zoned for predominately office use. There are no outstanding planning applications pending determination.
TENANCY	
Gross Current Rent (pa)	£443,362
Net Current Rent (pa)	£443,362
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£430,000
Gross Value	**£11,086,020**
Capex Allowance	£0.00
Market Value	**£10,890,000** Net of purchasers costs at 1.80%
Initial Yield	4.00%
Equivalent Yield	3.89%
Reversionary Yield	3.88%
Direct Comparison Rate (£/ sq ft)	**£632** **Disposal marketing period** 6-9 months

EXECUTIVE SUMMARY - CROWN HOUSE, 30 MAIN ROAD, ROMFORD, RM1 3HH

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	9
Property Address	Crown House, 30 Main Road, Romford, RM1 3HH

PROPERTY PARTICULARS

Date of Inspection	30 June 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building constructed in the 1960s. It is of concrete frame construction with concrete panel insert elevations. Internally, the Property provides open plan office spaces. There are approximately 53 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies various tested and presumed Asbestos Containing Materials (ACMs) within the Property requiring management control or removal if disturbed. The report concludes that 'the Property is a medium risk of asbestos blight with a high potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Romford is a town in east London and the administrative centre of the London Borough of Havering, it is located approximately 14 miles north east of Central London. Romford is served by the A118 which provides direct access to Central London, via the A11, and to Junction 28 of the M25 London Orbital Motorway, 4 miles to the east. The Property is located on the south side of the A118, approximately 0.1 miles east of its junction with the A1251 and the town centre. Romford Train Station is located approximately 0.6 miles south west and is served by TfL Rail and National Rail services.
Site Area (acres)	0.97
Net Internal Area (sq ft)	34,279
Year of Completion	1960s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of the London Borough of Havering and is covered by the Core Strategy and Development Control Policies 2008. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£529,376
Net Current Rent (pa)	£529,376
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	Let to The Secretary of State for Housing, Communities and Local Government. We understand there is a further lease to a telecoms provider for a telephone mast on the roof which has expired and we have assumed are holding over at a nil rent.
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£548,000		
Gross Value	**£12,455,230**		
Capex Allowance	£0.00		
Market Value	**£12,235,000**	Net of purchasers costs at	1.80%
Initial Yield	4.25%		
Equivalent Yield	4.38%		
Reversionary Yield	4.40%		
Direct Comparison Rate (£/ sq ft)	**£357**	**Disposal marketing period**	6-9 months

EXECUTIVE SUMMARY - MEDWYN HOUSE, MOUNTFIELD ROAD, LEWES, BN7 2XR

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	10
Property Address	Medwyn House, Mountfield Road, Lewes, BN7 2XR
PROPERTY PARTICULARS	
Date of Inspection	No internal access on 02 July 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey, purpose built, office building. It is of concrete construction with spandrel panel elevations. Internally, the Property provides open plan office spaces. There are approximately 69 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs). The report concludes that 'the Property is a high to medium risk of asbestos blight with a high to medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Lewes is the county town of East Sussex and is located approximately 49 miles south of Central London. Lewes is located along the A27 and at the south determination of the A26 which via the A22 and A23 provides a direct route into Central London. The Property is located on the north side of Mountfield Road opposite its junction with Ham Lane. Lewes Train Station is located 0.2 miles west and provides Southern rail services.
Site Area (acres)	1.03
Net Internal Area (sq ft)	23,217
Year of Completion	1960s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Lewes District Council and is covered by the Lewes Core Strategy: Local Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£305,187
Net Current Rent (pa)	£305,187
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£290,000
Gross Value	**£6,102,910**
Capex Allowance	£0.00
Market Value	**£5,995,000** Net of purchasers costs at 1.80%
Initial Yield	5.00%
Equivalent Yield	4.78%
Reversionary Yield	4.75%
Direct Comparison Rate (£/ sq ft)	**£258** Disposal marketing period 9-12 months

EXECUTIVE SUMMARY - CROWN BUILDINGS, BRADFORD STREET, TONBRIDGE, TN9 1DU

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	11
Property Address	Crown Buildings, Bradford Street, Tonbridge, TN9 1DU

PROPERTY PARTICULARS

Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey, purpose built, office building constructed in the 1960s. It is of concrete frame construction with solid masonary brick and/or stone elevations. Internally, the Property provides open plan office spaces. There are approximately 14 surface car parking spaces to the rear of the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) within the Property requiring management control and future removal if disturbed. The report concludes that 'the Property is a medium risk of asbestos blight with a high to medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided allows for only £1,000 of future capital expenditure liability for the Landlord in regard to rainwater installation to plant roof, and therefore we are of the opinion this is likely to be viewed as immaterial.
Surrounding Infrastructure	Tonbridge is a market town in Kent, approximately 4 miles nort of Royal Tunbridge Wells and 29 miles south east of Central London. Tonbridge is accessed by the A21 and A26 to the south and north east respectively which provide direct access to the south coast of England and to junction 5 of the M25 London Orbital Motorway and Junction 4 of the M20 Motorway to the north. The Property is located on the north side of Bradford Street at its junction with River Walk and immedietly behind the High Street. Tonbridge Station is located 0.3 miles south and provides Southeastern services into Central London.
Site Area (acres)	0.27
Net Internal Area (sq ft)	10,549
Year of Completion	1960s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Tonbridge and Malling Borough Council and is covered by the Local Development Framework Core Strategy 2007. There are no outstanding planning applications pending determination, the Property is located within the Tonbridge Conservation Area but the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£146,679
Net Current Rent (pa)	£146,679
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£132,000		
Gross Value	**£3,089,630**		
Capex Allowance	£0.00		
Market Value	**£3,035,000**	Net of purchasers costs at	1.80%
Initial Yield	4.75%		
Equivalent Yield	4.32%		
Reversionary Yield	4.27%		
Direct Comparison Rate (£/ sq ft)	**£288**	**Disposal marketing period**	9-12 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, SPEKE ROAD, GARSTON, LIVERPOOL, L19 2JZ

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	12
Property Address	Jobcentre Plus, Speke Road, Garston, Liverpool, L19 2JZ

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of masonry construction with facing brick elevations. Internally, the Property provides open plan office spaces.
Building Assessment	We understand that the Asbestos Register identifies no Asbestos Containing Materials (ACMs) within the Property. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Garston is a district of Liverpool located approximately 6 miles south east of Liverpool City Centre. Garston is located immedietly nort of the A561 a main arterial route into Liverpool and provides access, via A5300, to Junction 6 and Junction 1 of the M62 and M57 motorways respectively. The Property is located on the north side of Speke Road at its junction with Horrocks Avenue and immedietly north of the A561. Liverpool South Parkway is located 0.5 miles north and provides Merseyrail, Northern, EMR, West Midlands Trains and Transport for Wales services.
Site Area (acres)	0.29
Net Internal Area (sq ft)	8,317
Year of Completion	1930s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Liverpool City Council and is covered by the Unitary Development Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£55,250
Net Current Rent (pa)	£55,250
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£54,000			
Gross Value	**£754,652**			
Capex Allowance	£0.00			
Market Value	**£741,308**	Net of purchasers costs at	1.80%	
Initial Yield	7.33%			
Equivalent Yield	6.47%			
Reversionary Yield	7.17%			
Direct Comparison Rate (£/ sq ft)	**£89**		Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, CORNWALL STREET, MANCHESTER, M11 2WR

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	13
Property Address	Jobcentre Plus, Cornwall Street, Manchester, M11 2WR

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of madonry construction with brickwork elevations. Internally, the Property provides open plan office spaces. There are approximately 20 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) along with some presumed ACMs within the Property requiring management control. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Openshaw is an area of Manchester approximately 2 miles east of the city centre. Openshaw is bisected by the A635 that acts as a main arterial route into Manchester city centre and to Junction 23 of the M60 Motorway approximately 2.3 miles east. The Property is located on the west side of Cornwall Street immedietly south of its junction with the A635. Gorton Station is located 0.5 miles south east and provides Nortern rail services.
Site Area (acres)	0.49
Net Internal Area (sq ft)	12,925
Year of Completion	1930s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Manchester City Council and is covered by the Core Strategy 2012-2027. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£60,273
Net Current Rent (pa)	£60,273
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£58,250		
Gross Value	**£823,257**		
Capex Allowance	£0.00		
Market Value	**£808,700**	Net of purchasers costs at	1.80%
Initial Yield	7.31%		
Equivalent Yield	6.41%		
Reversionary Yield	7.06%		
Direct Comparison Rate (£/ sq ft)	**£63**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - PREMIER HOUSE, 95 BRECKFIELD ROAD NORTH, LIVERPOOL, L5 4QY

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	14
Property Address	Premier House, 95 Breckfield Road North, Liverpool, L5 4QY

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of masonry construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 25 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies presumed and confirmed Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Everton is a district of Liverpool located immedietly to the north of Liverpool City Centre. Everton is boarded to the north and south by the A59 and A5049 respectively which via the A5058 provide access to Junction 4 of the M62. The Property is located on the west side of Breckfield Road North at its junction with Downing Street. There are a number of local bus routes but limited mass public transport in the surrounding area.
Site Area (acres)	0.31
Net Internal Area (sq ft)	9,475
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Liverpool City Council and is covered by the Unitary Development Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£60,775
Net Current Rent (pa)	£60,775
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£59,250			
Gross Value	**£829,494**			
Capex Allowance	£0.00			
Market Value	**£814,827**	Net of purchasers costs at	1.80%	
Initial Yield	7.33%			
Equivalent Yield	6.46%			
Reversionary Yield	7.14%			
Direct Comparison Rate (£/ sq ft)	**£86**		**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - 64-66 STATION ROAD, PORT TALBOT, SA13 1LX

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	15
Property Address	64-66 Station Road, Port Talbot, SA13 1LX
PROPERTY PARTICULARS	
Date of Inspection	24 June 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of steel frame construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 3 surface car parking spaces located to the rear of the Property.
Building Assessment	We understand that the Asbestos Register identifies a number of presumed Asbestos Containing Materials (ACMs) within the Property. The report recommends a intrusive refurbishment and demolition type asbestos survey be undertaken to provide a detailed view on the associated risks. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Port Talbot is a twon in south Wales located approximately 31 miles north west of Cardiff. Port Talbot is located at junctions 40 and 41 of the M4 Motorway and is bisceted by the A48 a main route into Cardiff. The property is located on the east side of Station Road, towards its northern end, the main retail parade in Port Talbot. Port Talbot Parkway station is located 0.3 miles south and provides GWR and Transport for Wales services.
Site Area (acres)	0.21
Net Internal Area (sq ft)	8,793
Year of Completion	1950s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Neath Port Talbot County Borough Council and is covered by the Local Development Plan 2011 - 2026. The Property is located in an area allocated for predominately retail and leisure uses. There are no outstanding planning applications pending determination.
TENANCY	
Gross Current Rent (pa)	£61,134
Net Current Rent (pa)	£61,134
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION				
Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£70,250			
Gross Value	**£829,494**			
Capex Allowance	£0.00			
Market Value	**£814,827**	Net of purchasers costs at	1.80%	
Initial Yield	7.37%			
Equivalent Yield	7.35%			
Reversionary Yield	8.47%			
Direct Comparison Rate (£/ sq ft)	**£93**	Disposal marketing period	12-18 months	

EXECUTIVE SUMMARY - CROWN BUILDINGS, STATION ROAD, CHESTER LE STREET, DH3 3AB

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	16
Property Address	Crown Buildings, Station Road, Chester Le Street, DH3 3AB
PROPERTY PARTICULARS	
Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a single storey office building. It is of traditional masonry construction with masonry elevations. Internally, the Property provides open plan office spaces. There are approximately 15 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) identifies exisitng and presumed ACMs within the Property requiring management control. The report notes that sampled asbestos is of Very Low to a Low Material Risk and the presumed asbestos is High Risk. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Chester-le-Street is a market town in County Durham and is located 7 miles south of Newcastle upon Tyne. Chester-le-Street is located immedietly west of Junction 63 of the A1(M) and is boarded by the A693 and A167 to the north and south respectively. The Property is located on the south side of Station Road between its junctions with Front Street and Osborne Road. Chester-le-Street Train Station is located 0.2 miles west and provides CrossCountry, Transpennine Express and Northern rail services.
Site Area (acres)	0.46
Net Internal Area (sq ft)	10,490
Year of Completion	1960s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Durham County Council and is covered by the County Durham Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£65,296
Net Current Rent (pa)	£65,296
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION			
Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£63,000		
Gross Value	**£885,624**		
Capex Allowance	£0.00		
Market Value	**£869,965**	Net of purchasers costs at	1.80%
Initial Yield	7.37%		
Equivalent Yield	6.44%		
Reversionary Yield	7.11%		
Direct Comparison Rate (£/ sq ft)	**£83**	Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, 80 HIGH STREET, RHYL, LL18 1UB

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	17
Property Address	Jobcentre Plus, 80 High Street, Rhyl, LL18 1UB

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of masonry construction with brick elevations. Internally, the Property provides open plan office spaces.
Building Assessment	We understand that the Asbestos Register states Asbestos Containing Materials (ACMs) are presumed and do exist within the Property requiring management control. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Rhyl is a coastal town in north Wales located aproximately 36 miles west of Liverpool. Rhyl is served by the A525 which continues south and provides access to Junction 27 of ther North Wales Expressway (A55). The Property is located in the town centre on the south side of High Street, between the junctions with Kinmel Street and Ffordd Wellington. Rhyl Station is located 0.1 miles south and is served by Transport for Wales and Avanti West Coast services.
Site Area (acres)	0.16
Net Internal Area (sq ft)	9,452
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Denbigshire County Council and is covered by the Local Development Plan 2006 - 2021. There are no outstanding planning applications pending determination and the land is located within the Rhyl Centre Conservation Area.

TENANCY

Gross Current Rent (pa)	£70,815
Net Current Rent (pa)	£70,815
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£42,500			
Gross Value	**£910,572**			
Capex Allowance	£0.00			
Market Value	**£894,472**	Net of purchasers costs at	1.80%	
Initial Yield	7.77%			
Equivalent Yield	4.66%			
Reversionary Yield	4.66%			
Direct Comparison Rate (£/ sq ft)	**£95**		**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - 3 SOUTH MUIRHEAD ROAD, CUMBERNAULD, GLASGOW, G67 1AX

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
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www.colliers.com/uk

Colliers INTERNATIONAL

INSTRUCTIONS	
Property ID	18
Property Address	3 South Muirhead Road, Cumbernauld, Glasgow, G67 1AX
PROPERTY PARTICULARS	
Date of Inspection	25 June 2020
Type of Property	Office
Brief Description	The Property comprises a single storey office building. It is of steel frame construction with masonry elevations. Internally, the Property provides open plan office spaces. There are approximately 19 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies presumed Asbestos Containing Materials (ACMs) within the Property requiring management control. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Cumbernauld is a town in Scotland, located approximately 13 miles north east of Glasgow. Cumbernauld is bisected by the A8011 which provides access to Junction 5 and Junction 6 of the M80 Motorway to the west and east respectively. The Property is located on the north side of South Muirhead Road at its most eastern end and 0.1 miles from the A8011. Cumbernauld Station is located 1 mile south and provides ScotRail services.
Site Area (acres)	0.59
Net Internal Area (sq ft)	9,097
Year of Completion	1990s
LEGAL	
Tenure	Heritable (Scottish Freehold equivalent)
Planning / Zoning	The Property falls within the planning authority of North Lanarkshire Council and is covered by the North Lanarkshire Local Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£73,081
Net Current Rent (pa)	£73,081
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION			
Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£81,750		
Gross Value	**£898,098**		
Capex Allowance	£0.00		
Market Value	**£882,218**	Net of purchasers costs at	1.80%
Initial Yield	8.16%		
Equivalent Yield	7.88%		
Reversionary Yield	9.13%		
Direct Comparison Rate (£/ sq ft)	**£97**	Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, 295 WASHWOOD HEATH ROAD, BIRMINGHAM, B8 2XX

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	19
Property Address	Jobcentre Plus, 295 Washwood Heath Road, Birmingham, B8 2XX
PROPERTY PARTICULARS	
Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of masonry construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 17 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies various Asbestos Containing Materials (ACMs) that are presumed and do exist within the Property requiring management control. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Saltley is an inner-city area of Birmingham located approximately 2.6 miles nort east of the city centre. Saltley is located 0.7 miles east of the A47 which is a main arterial route into Birmingham and provides access to Junction 5 of the M6 Motorway, 3.4 miles east. The property is located on the south side of Washwood Heath Road at its junction with Highfield Road. Saltley does not have its own station but Adderley Park Station is located 1 mile south and provides West Midlands Trains services.
Site Area (acres)	0.59
Net Internal Area (sq ft)	14,922
Year of Completion	1930s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Birmingham City Council and is covered by the Local Development Plan 2006 - 2021. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£76,848
Net Current Rent (pa)	£79,848
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£74,500
Gross Value	**£1,047,782**
Capex Allowance	£0.00
Market Value	**£1,029,255** Net of purchasers costs at 1.80%
Initial Yield	7.33%
Equivalent Yield	6.44%
Reversionary Yield	7.11%
Direct Comparison Rate (£/ sq ft)	**£69** **Disposal marketing period** 12-18 months

EXECUTIVE SUMMARY - CENTURION HOUSE, BANK STREET, CASTLEFORD, WF10 1HY

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	20
Property Address	Centurion House, Bank Street, Castleford, WF10 1HY
PROPERTY PARTICULARS	
Date of Inspection	03 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of steel frame construction with cavity masonry cladding. Internally, the Property provides open plan office spaces. There are approximately 15 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifiespresumed Asbestos Containing Materials (ACMs) within the Property but no testing has been undertaken. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Castleford is a town in West Yorkshire and is located approximately 11 miles south east of Leeds. Castleford is located immedietly north of Junction 32 of the M62 Motorway. The Property is located on the west side of Bank Street approximately 0.1 miles south of its junction with the A5032. Castleford Train Station is located 0.3 miles south and provides Northern rail services.
Site Area (acres)	0.38
Net Internal Area (sq ft)	11,238
Year of Completion	1990s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Wakefield Metropolitan District Council and is covered by the Local Development Framework. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£78,129
Net Current Rent (pa)	£78,129
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION			
Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£90,000		
Gross Value	**£1,066,491**		
Capex Allowance	£0.00		
Market Value	**£1,047,634**	Net of purchasers costs at	1.80%
Initial Yield	7.31%		
Equivalent Yield	7.33%		
Reversionary Yield	8.42%		
Direct Comparison Rate (£/ sq ft)	**£93**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, 90 SAXON MILL LANE, TAMWORTH, B79 7JJ

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	21
Property Address	Jobcentre Plus, 90 Saxon Mill Lane, Tamworth, B79 7JJ

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of framed construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 27 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) are presumed and do exist within the Property requiring management control. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Tamworth is a market town in Staffordshire, located approximately 14 miles north east of Birmingham city centre. Tamworth is bordered to the south by the A51 and the A5 which provide access to Junction 10 of the M42 Motorway and the M6 Toll to the east and west respectively. The property is located on the south side of Saxon Mill Lane and the north side of Bolebridge Street. Tamworth Station is located 0.4 miles north and provides Avanti West Coast and West Midlands Trains services.
Site Area (acres)	0.45
Net Internal Area (sq ft)	10,698
Year of Completion	1980s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Tamworth Borough Council and is covered by the Local Plan 2006 - 2031. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£96,418
Net Current Rent (pa)	£96,418
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£91,000		
Gross Value	**£1,390,805**		
Capex Allowance	£0.00		
Market Value	**£1,366,213**	Net of purchasers costs at	1.80%
Initial Yield	6.94%		
Equivalent Yield	5.98%		
Reversionary Yield	6.55%		
Direct Comparison Rate (£/ sq ft)	**£128**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - THOROUGHSALE HOUSE, GEORGE STREET, CORBY, NN17 1PH

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	22
Property Address	Thoroughsale House, George Street, Corby, NN17 1PH

PROPERTY PARTICULARS

Date of Inspection	24 July 2020
Type of Property	Office
Brief Description	The Property comprises a single-storey, purpose built, office building. It is of masonry construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 22 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register confirms there are no Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Corby is a town within the county of Northamptonshire located approximately 81 miles north of Central London. Corby is located along the A453 which provides access to Junction 15A of the M1 Motorway 25 miles south west. The Property is located on the west side of George Street immedietly south of its junction with Cottingham Road. Corby Train Station is located 1 mile east and is served by EMR services.
Site Area (acres)	1.32
Net Internal Area (sq ft)	8,847
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Corby Borough Council and is covered by the North Northamptonshire Joint Core Strategy 2011-2031. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£100,235
Net Current Rent (pa)	£100,235
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£88,500		
Gross Value	**£1,365,858**		
Capex Allowance	£0.00		
Market Value	**£1,341,707**	Net of purchasers costs at	1.80%
Initial Yield	7.35%		
Equivalent Yield	5.99%		
Reversionary Yield	6.49%		
Direct Comparison Rate (£/ sq ft)	**£152**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, GREAT MOOR STREET, BOLTON, BL3 6DT

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	23
Property Address	Jobcentre Plus, Great Moor Street, Bolton, BL3 6DT

PROPERTY PARTICULARS

Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of masonry construction with brickwork elevations. Internally, the Property provides open plan office spaces. There are approximately 46 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) within the Property that are presumed and do exist requiring management control. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Bolton is a large town in North West England, located approximately 10 miles north west of Manchester city centre. Bolton is located west of the A666, at its junction with the A579, which provides access to Junctions 3 of the M61 and Junction 15 of the M60 motorways approximately 5 miles south. The Property is located on the north side of the junction between Great Moor Street and Ormrod Street. Bolton Train Station is located 0.3 miles east and provides Transpenine Express and Northern rail services.
Site Area (acres)	0.59
Net Internal Area (sq ft)	13,842
Year of Completion	1930s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Bolton Metropolitan Borough Council and is covered by the Local Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£100,455
Net Current Rent (pa)	£100,455
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£104,000			
Gross Value	**£1,365,858**			
Capex Allowance	£0.00			
Market Value	**£1,341,707**	Net of purchasers costs at	1.80%	
Initial Yield	7.36%			
Equivalent Yield	6.78%			
Reversionary Yield	7.62%			
Direct Comparison Rate (£/ sq ft)	**£97**		**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - QUEENS HOUSE, ST LEVAN ROAD, PLYMOUTH, PL2 3BD

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	24
Property Address	Queens House, St Levan Road, Plymouth, PL2 3BD
PROPERTY PARTICULARS	
Date of Inspection	25 June 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of assumed concrete frame construction with precast concrete clad elevations. Internally, the Property provides open plan office spaces. There are approximately 53 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) are presumed and do exist within the Property requiring management control. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Plymouth is a port city located on the south coast in Devon, approximately 190 miles south west of Central London. Plymouth is bisected by the A38 (Devon Expressway) which provides access to Junction 31 of the M5 Motorway, 40 miles north east at Exeter. The Property is located on the north side of St Levan Road, immediatly west of its junction with the A3064. Plymouth Train Station is located 1.2 miles south east and provides CrossCountry and GWR rail services.
Site Area (acres)	0.81
Net Internal Area (sq ft)	14,094
Year of Completion	1960s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Plymouth City Council and is covered by The Plymouth Plan 2014-2034. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£106,482
Net Current Rent (pa)	£106,482
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION			
Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£113,000		
Gross Value	**£1,446,936**		
Capex Allowance	£0.00		
Market Value	**£1,421,352**	Net of purchasers costs at	1.80%
Initial Yield	7.37%		
Equivalent Yield	6.92%		
Reversionary Yield	7.82%		
Direct Comparison Rate (£/ sq ft)	**£101**	Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - 373 LEEDS ROAD, BRADFORD, BD3 9LT

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	25
Property Address	373 Leeds Road, Bradford, BD3 9LT
PROPERTY PARTICULARS	
Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a part two- part three-storey, purpose built, office building. It is of part masonry and part steel frame construction with part cladding panels and part rendered elevations. Internally, the Property provides open plan office spaces. There are approximately 42 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) that are presumed and do exist within the Property requiring management control. The report notes the items are within the Very Low to Low Material Risk category. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Bradford is a city in West Yorkshire located approximately 8.6 miles west of Leeds city centre. Bradford is connected to the motorway network by the M606 to the south of the city which connects to Junction 26 of the M62 Motorway approximately 5 miles south. The Property is located on the north side of Leeds Road approximately 0.5 miles east from its junction with the A650. Bradford Interchange Station is located 0.8 miles west and provides Grand Central and Norther rail services.
Site Area (acres)	0.76
Net Internal Area (sq ft)	22,224
Year of Completion	1960s and 1980s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of City of Bradford Metropolitan District Council and is covered by the Core Strategy Development Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£114,455
Net Current Rent (pa)	£114,455
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION				
Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£155,500			
Gross Value	**£1,559,198**			
Capex Allowance	£0.00			
Market Value	**£1,531,629**	Net of purchasers costs at	1.80%	
Initial Yield	7.35%			
Equivalent Yield	8.29%			
Reversionary Yield	9.98%			
Direct Comparison Rate (£/ sq ft)	**£69**		**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - 67-75 IRISH STREET, DUMFRIES, DG1 2NU

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	26
Property Address	67-75 Irish Street, Dumfries, DG1 2NU
PROPERTY PARTICULARS	
Date of Inspection	25 June 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey office building. It is of concrete and steel frame construction with masonry elevations. Internally, the Property provides open plan office spaces. There are approximately 16 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) are presumed to exist within the Property requiring management control. The report notes these vary from Very Low to a High Material Risk category. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Dumfries is a market town that is located in south Scotland, approximately 75 miles south of Glasgow city centre. Dumfries is located along the A75 which provides access to Junction 22 of the A74(M) 25 miles south east. The Property is located on the west side of Irish Street, 0.1 miles south of its junction with Bank Street. Dumfries is located 0.5 miles north east and provides ScotRail and Northern rail services.
Site Area (acres)	0.26
Net Internal Area (sq ft)	12,303
Year of Completion	1990s
LEGAL	
Tenure	Heritable (Scottish Freehold equivalent)
Planning / Zoning	The Property falls within the planning authority of Dumfries and Galloway Council and is covered by the Local Development Plan 2. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£118,536
Net Current Rent (pa)	£118,536
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£86,000
Gross Value	**£1,453,173**
Capex Allowance	£0.00
Market Value	**£1,427,478** Net of purchasers costs at 1.80%
Initial Yield	8.17%
Equivalent Yield	5.69%
Reversionary Yield	5.93%
Direct Comparison Rate (£/ sq ft)	**£116** Disposal marketing period 12-18 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, 14 HIGH STREET, BILSTON, WV14 0DB

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	27
Property Address	Jobcentre Plus, 14 High Street, Bilston, WV14 0DB

PROPERTY PARTICULARS

Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of masonry construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 15 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) are presumed within the Property requiring management control. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord’s liability for asbestos removal / management at the point of the tenant’s leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Bilston is a town in the West Midlands, located approximately 10.5 miles north west of Birmingham. Bilston is bisected by the A463 and provides access to Junction 10 of the M6 Motorway 3 miles east. The Property is lcoated on the north side of High Street at its junction with Smith Street. Bilston does not have a train station but is served by the West Midlands Metro via Bilston Central Station, 0.3 miles east.
Site Area (acres)	0.38
Net Internal Area (sq ft)	10,779
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of City of Wolverhampton Council and is covered by the Local Development Plan 2006 - 2021. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£119,039
Net Current Rent (pa)	£119,039
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£108,000		
Gross Value	**£1,715,118**		
Capex Allowance	£0.00		
Market Value	**£1,684,792**	Net of purchasers costs at	1.80%
Initial Yield	6.94%		
Equivalent Yield	5.81%		
Reversionary Yield	6.30%		
Direct Comparison Rate (£/ sq ft)	**£156**	Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - 1 WINDSOR ROAD, NEATH, SA11 1LY

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	28
Property Address	1 Windsor Road, Neath, SA11 1LY

PROPERTY PARTICULARS

Date of Inspection	24 June 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey plus basement office building. It is of steel frame construction with facing brick elevations. Internally, the Property provides open plan office spaces. There are approximately 34 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) that are only presumed within the Property. The report concludes that an intrusive refurbishment and demolition type asbestos survey be undertaken to gain a comprehensive view on the asbestos risk. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Neath is a town in Wales that is located approximately 35 miles north west of Cardiff city centre. Neath is located on the south side of the A465 which provides access to Junction 43 of the M4 Motorway, 3 miles west. The property is located on the east of Windsor place at its junction with Summerfield Place and opposite Neath Train Station, which provides GWR and Transport for Wales rail services.
Site Area (acres)	0.23
Net Internal Area (sq ft)	15,816
Year of Completion	1930s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Neath Port Talbot County Borough Council and is covered by the Local Development Plan 2011-2026. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage but it is located within Neath Town Centre Conservation Area.

TENANCY

Gross Current Rent (pa)	£119,139
Net Current Rent (pa)	£119,139
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£110,500		
Gross Value	**£1,534,251**		
Capex Allowance	£0.00		
Market Value	**£1,507,123**	Net of purchasers costs at	1.80%
Initial Yield	7.78%		
Equivalent Yield	6.56%		
Reversionary Yield	7.21%		
Direct Comparison Rate (£/ sq ft)	**£95**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - CHANTRY HOUSE, DOUGLAS STREET, ROTHERHAM, S60 2DL

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
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www.colliers.com/uk

Colliers INTERNATIONAL

INSTRUCTIONS	
Property ID	29
Property Address	Chantry House, Douglas Street, Rotherham, S60 2DL
PROPERTY PARTICULARS	
Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of steel frame construction with cavity masonry cladding. Internally, the Property provides open plan office spaces. There are approximately 35 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register confirms no Asbestos Containing Materials (ACMs) have been found at the property. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Rotherham is a town in South Yorkshire located approximately 160 miles north of Central London. Rotherham is located on the east side of the M1 Motorway at Junction 34. The property is on the west side of Douglas Street between its junctions with Mansfield Road and Quarry Hill. Rotherham Train Station is located 0.5 miles nort west and provides Transpennine Express and Northern rail services along with Tram Train services.
Site Area (acres)	0.48
Net Internal Area (sq ft)	20,618
Year of Completion	1990s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Rotherham Metropolitan Borough Council and is covered by the Rotherham Local Plan 2013 - 2028 with the Property allocated in a mixed use area. There are no outstanding planning applications pending determination.
TENANCY	
Gross Current Rent (pa)	£122,112
Net Current Rent (pa)	£122,112
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£154,500
Gross Value	**£1,665,224**
Capex Allowance	£0.00
Market Value	**£1,635,780** Net of purchasers costs at 1.80%
Initial Yield	7.34%
Equivalent Yield	7.86%
Reversionary Yield	9.28%
Direct Comparison Rate (£/ sq ft)	**£79** **Disposal marketing period** 12-18 months

EXECUTIVE SUMMARY - 33 CARDWELL PLACE, BLACKBURN, LANCASHIRE, BB2 1LG

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
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www.colliers.com/uk

INSTRUCTIONS	
Property ID	30
Property Address	33 Cardwell Place, Blackburn, Lancashire, BB2 1LG
PROPERTY PARTICULARS	
Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey office building. It is of steel frame construction with cavity masonry and stone cladding. Internally, the Property provides open plan office spaces.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) are presumed to exist within the Property but no testing has been undertaken, items noted vary from Very Low to a Low Material Risk category. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Blackburn is a town located in Lancashire approximately 21 miles north west of Manchester city centre. Blackburn is connected to the M65 Motorway at junctions 4 and 6 by the A666 to the south and the A6119 to the east respectively. The Property is located on the south side of Cardwell Place between its junctions with Barton Street and King Street. Blackpool Train Station is located 0.3 miles east and provides Norther rail services.
Site Area (acres)	0.16
Net Internal Area (sq ft)	15,386
Year of Completion	1990s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Blackburn with Darwen Borough Council and is covered by the Local Development Plan 2006 - 2021. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage but it is located within the Northgate Conservation Area.
TENANCY	
Gross Current Rent (pa)	£125,568
Net Current Rent (pa)	£125,568
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government. The tenant is currently not in occupation
Overall Covenant Strength	Strong - UK Government

VALUATION				
Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£123,000			
Gross Value	**£1,002,730**			
Capex Allowance	£0.00			
Market Value	**£985,000**	Net of purchasers costs at	1.80%	
Initial Yield	12.52%			
Equivalent Yield	10.61%			
Reversionary Yield	12.27%			
Direct Comparison Rate (£/ sq ft)	**£64**		Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - SCOTLAND HOUSE, 169 LOWER HIGH STREET, STOURBRIDGE, DY8 1ES

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
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W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	31
Property Address	Scotland House, 169 Lower High Street, Stourbridge, DY8 1ES
PROPERTY PARTICULARS	
Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of masonry frame construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 9 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) within the Property requiring management control along with suspected Japanese knotwood adjacent to the site boundary. We have not been provided with any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Stourbridge is a market town in the West Midlands located approximately 13 miles west of Birmingham city centre. Stourbrige is served by the A491 which provides access to Junction 4 of the M5 Motorway, 8 miles south. The property is located on the west side of Lower High Street 0.1 miles north of its junction with Crown Lane. Stourbridge Town Train Station is located 0.5 miles south east and provides West Midlands Trains rail services.
Site Area (acres)	0.40
Net Internal Area (sq ft)	12,452
Year of Completion	1990s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Dudley Metropolitan Borough Council and is covered by the Dudley Local Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£128,252
Net Current Rent (pa)	£128,252
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£124,500
Gross Value	**£1,846,091**
Capex Allowance	£0.00
Market Value	**£1,813,449** Net of purchasers costs at 1.80%
Initial Yield	6.94%
Equivalent Yield	6.13%
Reversionary Yield	6.74%
Direct Comparison Rate (£/ sq ft)	**£146** **Disposal marketing period** 12-18 months

EXECUTIVE SUMMARY - AFON HOUSE, THE PARK, NEWTOWN, SY16 2PZ

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	32
Property Address	Afron House, The Park, Newtown, SY16 2PZ

PROPERTY PARTICULARS

Date of Inspection	26 June 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of steel frame construction with brick facing and timber cladding. Internally, the Property provides open plan office spaces. There are approximately 50 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies a number of Asbestos Containing Materials (ACMs) within the Property that range from 'very low risk' to 'high risk'. The report recommends an intrusive refurbishment and demolition type asbestos survey be undertaken to give a comprehensive view on the asbestos risk. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Newtown is a town in Wales located approximately 70 miles west of Birmingham city centre. Newtown is located at the junction between the A483 and the A489 which runs north south from Chester to Cardiff and west to the Welsh coast respectively. The Property is lcoated north of Newton Park in The Park office park. Newtown Train Station is located 0.4 miles south and provides Transport for Wales rail services.
Site Area (acres)	1.02
Net Internal Area (sq ft)	19,160
Year of Completion	1980s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Powys County Council and is covered by the Powys Local Development Plan 2011 - 2026. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£134,000
Net Current Rent (pa)	£134,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£124,500		
Gross Value	**£1,727,592**		
Capex Allowance	£0.00		
Market Value	**£1,697,045**	Net of purchasers costs at	1.80%
Initial Yield	7.77%		
Equivalent Yield	6.56%		
Reversionary Yield	7.22%		
Direct Comparison Rate (£/ sq ft)	**£89**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - BRUNSWICK HOUSE, 17-21 PRICE STREET, BIRKENHEAD, CH41 6JN

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
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W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	33
Property Address	Brunswick House, 17-21 Price Street, Birkenhead, CH41 6JN
PROPERTY PARTICULARS	
Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey, purpose built, office building. It is of concrete frame construction with brickwork elevations. Internally, the Property provides open plan office spaces. There are approximately 25 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies various tested and presumed Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that 'the Property is a high risk of asbestos blight with a high potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The report provided indicates the property is subject to a schedule of condition that could limit the tenants future dilapidations, furthermore, it makes a landlord allowance for refurbishment costs of £868,338. In arriving at our opinion of market value we have adopted these costs once the current tenant vacates as it will then become the landlords responsibility. Until expiry we have assumed repair responsibilities are that of the tenant under their FRI lease.
Surrounding Infrastructure	Birkenhead is a town in the Metropolitan Borough of Wirral located on the south side of the River Mersey opposite the city of Liverpool. Birkenhead is served by the A554, A552 and A41 that provides access to junctions 1, 3 and 5 to the north, west and south respectively. The property is located on the south side of Price Street to the east of its junction with Adelphi Street. Conway Park and Hamilton Square stations are located 0.3 miles west and east respectively, providing Merseyrail services.
Site Area (acres)	0.43
Net Internal Area (sq ft)	27,956
Year of Completion	1960s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Wirral Council and is covered by the Unitary Development Plan. There are no outstanding planning applications pending determination and the land is currently allocated for mixed commercial uses.
TENANCY	
Gross Current Rent (pa)	£155,705
Net Current Rent (pa)	£155,705
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION			
Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£126,000		
Gross Value	**£2,120,509**		
Capex Allowance	£0.00		
Market Value	**£2,083,015**	Net of purchasers costs at	1.80%
Initial Yield	7.34%		
Equivalent Yield	4.19%		
Reversionary Yield	5.94%		
Direct Comparison Rate (£/ sq ft)	**£75**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - 2-6 Charles Street, Newport, NP20 1JR

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	34
Property Address	2-6 Charles Street, Newport, NP20 1JR

PROPERTY PARTICULARS

Date of Inspection	24 June 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey plus basement, purpose built, office building. It is of steel frame construction with facing brick elevations. Internally, the Property provides open plan office spaces.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) that are presumed but not tested within the Property. The report recommends that an intrusive refurbishment and demolition type asbestos survey be undertaken to give a more comprehensive view on the overall asbestos risk. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Newport is a city in south Wales located approximately 12 miles north east of Cardiff city centre. Newport is located south of the M4 Motorway and is accessed from junction 24 - 28. The property is located on the south side of Charles Street at its junction with Talbot Lane. Newport Train Station is located 0.5 miles north and provides CrossCountry, GWR and Transport for Wales services.
Site Area (acres)	0.16
Net Internal Area (sq ft)	18,334
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Newport City Council and is covered by the Local Development Plan 2011 - 2026. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage but it is located within the Newport City Centre Conservation Area.

TENANCY

Gross Current Rent (pa)	£165,750
Net Current Rent (pa)	£165,750
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£165,000		
Gross Value	**£2,257,719**		
Capex Allowance	£0.00		
Market Value	**£2,217,799**	Net of purchasers costs at	1.80%
Initial Yield	7.33%		
Equivalent Yield	6.57%		
Reversionary Yield	7.30%		
Direct Comparison Rate (£/ sq ft)	**£121**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - JOBCENTRE PLUS, 8 MARKET STREET, HUDDERSFIELD, HD1 2NE

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	35
Property Address	Jobcentre Plus, 8 Market Street, Huddersfield, HD1 2NE
PROPERTY PARTICULARS	
Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey, purpose built, office building. It is of reinforced steel and concrete frame construction with stone elevations. Internally, the Property provides open plan office spaces. There are approximately 23 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register presumes Asbestos Containing Materials (ACMs) is present within the Property. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Huddersfield is a market town in West Yorkshire located approximately 14 miles south west of Leeds city centre. Huddersfield is served by the A629 and A640 which provide access to junctions 24 and 23 of the M62 Motorway respectively, approximately 4 miles to the north west. The property is located south of Market Street at its junction with High Street. Huddersfield Train Station is located 0.4 miles north and provides Transpennine Express and Norther rail services.
Site Area (acres)	0.35
Net Internal Area (sq ft)	20,389
Year of Completion	1990s
LEGAL	
Tenure	Long leasehold of 150 years from 17 March 1995 at a peppercorn
Planning / Zoning	The Property falls within the planning authority of Rhondda Cynon Taf County Borough Council and is covered by the Local Development Plan 2006 - 2021. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£201,606
Net Current Rent (pa)	£201,606
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£188,500
Gross Value	**£2,744,189**
Capex Allowance	£0.00
Market Value	**£2,695,667** Net of purchasers costs at 1.80%
Initial Yield	7.35%
Equivalent Yield	6.27%
Reversionary Yield	6.87%
Direct Comparison Rate (£/ sq ft)	**£132** Disposal marketing period 12-18 months

EXECUTIVE SUMMARY - NEW REIVER HOUSE, ROXBURGH STREET, GALASHIELS, TD1 1PD

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	36
Property Address	New Reiver House, Roxburgh Street, Galashiels, TD1 1PD

PROPERTY PARTICULARS

Date of Inspection	26 June 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of steel frame construction with stone cladding and cedar timber panelling. Internally, the Property provides open plan office spaces. There are approximately 52 surface car parking spaces surrounding the Property.
Building Assessment	We understand that due to the age of the property an asbestos register/management plan is not required. The report provided includes a potential landlord cost of £28,000 over the medium to long term life of the property, we have reflected this relatively low level of landlord costs in our adopted yield.
Surrounding Infrastructure	Galashiels is a town within the Scottish Borders and is located approximately 32 miles south of Edinburgh. Galashiels is located along the A7 which connects Edinburgh in the north to Carlisle to the south. The Property is located south of Roxburgh Street and west of High Street. Galashiels Train Station is located 0.3 miles east and provides ScotRail services.
Site Area (acres)	1.45
Net Internal Area (sq ft)	21,216
Year of Completion	2000s

LEGAL

Tenure	Heritable (Scottish Freehold equivalent)
Planning / Zoning	The Property falls within the planning authority of Scottish Borders Council and is covered by the Local Development Plan and is allocated in an area where redevelopment of older properties will be encouraged. There are no outstanding planning applications pending determination.

TENANCY

Gross Current Rent (pa)	£235,000
Net Current Rent (pa)	£235,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£233,500			
Gross Value	**£2,881,398**			
Capex Allowance	£0.00			
Market Value	**£2,830,450**	Net of purchasers costs at	1.80%	
Initial Yield	8.16%			
Equivalent Yield	6.96%			
Reversionary Yield	8.10%			
Direct Comparison Rate (£/ sq ft)	**£133**		**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - 1300 BRISTOL ROAD SOUTH, NORTHFIELD, BIRMINGHAM, B31 2TQ

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	37
Property Address	1300 Bristol Road South, Northfield, Birmingham, B31 2TQ

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey plus basement, purpose built, office building. It is of steel frame construction with brick and glass clad elevations. Internally, the Property provides open plan office spaces. There are approximately 37 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies presumed Asbestos Containing Materials (ACMs) within the Property rather than tested materials. The report concludes that 'the Property is a low risk of asbestos blight with a low potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Northfield is a town and residential area on the southern outskirts of Birmingham approximately 7 miles south west of Brimingham city centre. Northfield is located south of the A38 which provides access to Junction 4 of the M5 Motorway 4.5 miles south west. The Property is located on the south side of the A38 at its junction with Tessall Lane. Longbridge Train Station is located 0.2 miles south and provides West Midlands Trains rail services.
Site Area (acres)	1.17
Net Internal Area (sq ft)	18,996
Year of Completion	2000s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Birmingham City Council and is covered by the Birmingham Development Plan 2031. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£286,269
Net Current Rent (pa)	£286,296
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£285,000		
Gross Value	**£4,384,465**		
Capex Allowance	£0.00		
Market Value	**£4,306,940**	Net of purchasers costs at	1.80%
Initial Yield	6.53%		
Equivalent Yield	5.90%		
Reversionary Yield	6.50%		
Direct Comparison Rate (£/ sq ft)	**£227**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - 26 VICTORIA ROAD, KIRKCALDY, FIFE, KY1 1EA

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	38
Property Address	26 Victoria Road, Kirkcaldy, Fife, KY1 1EA
PROPERTY PARTICULARS	
Date of Inspection	25 June 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of steel frame construction with concrete cladding panels and facing brickwork. Internally, the Property provides open plan office spaces. There are approximately 122 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies various known and presumed Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided allows for potential landlord costs of £50,000 in the future, though this is not guaranteed, the Property is let on an FRI lease and we are of the opinion that the potential liability is reflected in our choice of yield.
Surrounding Infrastructure	Kirkcaldy is a town on the east coast of Scotland located approximatley 11.5 miles north of Edinburgh. Kirkcaldy is located south of the A92 which runs north to Dundee and provides access to Junction 3 of the M90 Motorway, 10 miles to the west. The property is located on the north side of Victoria Road between its junction with Glebe Park and Alexandra Street. Kirkcaldy Train Station is located 0.5 miles south and provides Caledonian Sleeper, CrossCountry, LNER and ScotRail rail services.
Site Area (acres)	1.89
Net Internal Area (sq ft)	45,885
Year of Completion	1970's
LEGAL	
Tenure	Heritable (Scottish Freehold equivalent)
Planning / Zoning	The Property falls within the planning authority of Fife Council and is covered by the Local Development Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£372,184
Net Current Rent (pa)	£372,184
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION			
Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£367,000		
Gross Value	**£4,559,096**		
Capex Allowance	£0.00		
Market Value	**£4,478,483**	Net of purchasers costs at	1.80%
Initial Yield	8.16%		
Equivalent Yield	6.85%		
Reversionary Yield	8.05%		
Direct Comparison Rate (£/ sq ft)	**£98**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY-TOMLINSON HOUSE, NORCROSS, THORNTON CLEVELEYS, BLACKPOOL, FY5 3WP

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	39
Property Address	Tomlinson House, Norcross, Thornton Cleveleys, Blackpool, FY5 3WP

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey, purpose built, office building. It is of steel frame construction with cavity masonry and curtain wall cladding. Internally, the Property provides open plan office spaces. There are approximately 256 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register was not available to review and the report recommends enquiries are made of solicitors for retrospective review of the register. The reports provided allows for potential medium term landlord costs of £75,000 in the future, though this is not guaranteed, the Property is let on an FRI lease and we are of the opinion that the potential liability is reflected in our choice of yield.
Surrounding Infrastructure	Thornton Cleveleys is a conurbation within north Blackpool, located approximately 48 miles north west of Manchester city centre. Thornton Cleveleys is located along the A585 which provides access to Junction 3 of the M55 Motorway, 8 miles south east. The Property is lcoated on the north side of Norcross Lane approximately 0.3 miles west of its junction with the A585. There are no train or tram stations nearby to the Property.
Site Area (acres)	4.06
Net Internal Area (sq ft)	89,179
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Wyre Council and is covered by the Wyre Local Plan 2011-2031. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£788,342
Net Current Rent (pa)	£788,342
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.68 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£758,000		
Gross Value	**£10,733,520**		
Capex Allowance	£0.00		
Market Value	**£10,543,733**	Net of purchasers costs at	1.80%
Initial Yield	7.34%		
Equivalent Yield	6.12%		
Reversionary Yield	7.06%		
Direct Comparison Rate (£/ sq ft)	**£118**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - BRIDGE HOUSE, 28 WHELDON ROAD, CASTLEFORD, WF10 2JD

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	40
Property Address	Bridge House, 28 Wheldon Road, Castleford, WF10 2JD

PROPERTY PARTICULARS

Date of Inspection	03 July 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of steel frame construction with masonry cladding. Internally, the Property provides open plan office spaces. There are approximately 14 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies various tested and presumed Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that the asbestos present ranges from Very Low to Low risk. The report provided indicates the property is subject to a schedule of condition that could limit the tenants future dilapidations, furthermore, it makes a landlord allowance for refurbishment costs of £591,414. In arriving at our opinion of market value we have adopted these costs once the current tenant vacates as it will then become the landlords responsibility. Until expiry we have assumed repair responsibilities are that of the tenant under their FRI lease.
Surrounding Infrastructure	Castleford is a town in West Yorkshire and is located approximately 11 miles south east of Leeds. Castleford is located immedietly north of Junction 32 of the M62 Motorway. The Property is located on the north side of Wheldon Road at its junction with the A656, on the south bank of the River Aire. Castleford Train Station is located 0.4 miles south west and provides Northern rail services.
Site Area (acres)	0.45
Net Internal Area (sq ft)	12,949
Year of Completion	1970's

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Wakefield Metropolitan District Council and is covered by the Local Development Framework. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£75,000
Net Current Rent (pa)	£75,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£77,750		
Gross Value	**£1,022,834**		
Capex Allowance	£0.00		
Market Value	**£1,004,749**	Net of purchasers costs at	1.80%
Initial Yield	7.33%		
Equivalent Yield	5.02%		
Reversionary Yield	7.60%		
Direct Comparison Rate (£/ sq ft)	**£78**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - BLACKBURN HOUSE, 1 THEATRE STREET, NR2 1RG

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	41
Property Address	Blackburn House, 1 Theatre Street, NR2 1RG

PROPERTY PARTICULARS

Date of Inspection	03 July 2020
Type of Property	Office/Retail
Brief Description	The Property comprises a four-storey building currently used as retail accommodation but was previously office accommodation. It is of concrete frame construction with brick elevations. Internally, the Property provides retail accommdoation over ground to second with storage in the basement.
Building Assessment	We have not been provided with any building surveys in regard to the Property and are unaware of any landlord capital expenditure that is required. The Property is let on an FRI lease and we have therefore assumed no material landlord responsibilites at this time.
Surrounding Infrastructure	Norwich is a city in Norfolk, located approximately 100 miles north east of Central London. Norwich is located at the north east determination of the A11 which continues south west and via the M11 acts as a main arterial route into Central London. The Property is located on the north side of Theatre Street at its junction with William Booth Street and Rampart Horse Street in the city centre. Norwich Station is located 0.8 miles east through the city centre and provides EMR and Greateranglia services.
Site Area (acres)	0.08
Net Internal Area (sq ft)	9,302
Year of Completion	1980s

LEGAL

Tenure	99 year lease from August 1978 The ground rent is currently £24,600 per annum and this is reviewed 5 yearly in an upwards only review to 15% of the open market rental value of the Property We understand there is a tenant right to renew for a further 26 years on the same terms given between 6 and 12 months written notice
Planning / Zoning	The Property falls within the planning authority of Norwich City Council and is covered by the Development Management Local Plan 2014. The Property is located within the Norwich City Centre Conservation Area and is allocated within the Prime Retail Area where change of use from retail will be restricted. There are no outstanding planning applications pending determination.

TENANCY

Gross Current Rent (pa)	£164,000
Net Current Rent (pa)	£139,400
Weighted Average Unexpired Lease Term ("WAULT") to Break	9.45 years
Weighted Average Lease Expiry ("WALE")	9.45 years
Tenancy(cies)	100% let to London Wall Outsourcing Investments Ltd and sub-let to Cotswold Outdoor Ltd
Overall Covenant Strength	Reasonable

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£164,000			
Gross Value	**£1,547,360**			
Capex Allowance	£0.00			
Market Value	**£1,520,000**	Net of purchasers costs at	1.80%	
Initial Yield	9.01%			
Equivalent Yield	8.94%			
Reversionary Yield	9.01%			
Direct Comparison Rate (£/ sq ft)	**£163**		**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - BRADMARSH BUSINESS PARK, BOW BRIDGE, ROTHERHAM, S60 1BX

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	42
Property Address	Bradmarsh Business Park, Bow Bridge, Rotherham, S60 1BX
PROPERTY PARTICULARS	
Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey, purpose built, office building. It is of steel frame construction with brickwork elevations. Internally, the Property provides open plan office spaces. There are approximately 80 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies was not available for review and the report recommends these are obtained by your solicitors. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, as responsibility is assumed to be the tenants, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Rotherham is a town in South Yorkshire located approximately 160 miles north of Central London. Rotherham is located on the east side of the M1 Motorway at Junction 34. The property is on the north side of Bow Bridge Close at its junction with Bradmarsh Way and Mill Close. Rotherham Train Station is located 1.1 miles nort and provides Transpennine Express and Northern rail services along with Tram Train services.
Site Area (acres)	1.15
Net Internal Area (sq ft)	12,054
Year of Completion	1980s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Rotherham Metropolitan Borough Council and is covered by the Local Plan and is in an area allocated for industrial and business use. There are no outstanding planning applications pending determination.
TENANCY	
Gross Current Rent (pa)	£120,000
Net Current Rent (pa)	£120,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.70 years
Weighted Average Lease Expiry ("WALE")	2.70 years
Tenancy(cies)	100% let to The Environment Agency
Overall Covenant Strength	Good - UK Government sponsored agency
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£114,500
Gross Value	**£1,201,240**
Capex Allowance	£0.00
Market Value	**£1,180,000** Net of purchasers costs at 1.80%
Initial Yield	9.99%
Equivalent Yield	8.47%
Reversionary Yield	9.53%
Direct Comparison Rate (£/ sq ft)	**£98** **Disposal marketing period** 12-18 months

EXECUTIVE SUMMARY - CHANTRY HOUSE, 55-59 CITY ROAD AND CREW STREET, CHESTER, CH1 3AQ

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
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W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	43
Property Address	Chantry House, 55-59 City Road and Crew Street, Chester, CH1 3AQ

PROPERTY PARTICULARS

Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey office building. It is of concrete frame construction with brick elevations. Internally, the Property provides office accommodation. There are approximately 20 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that the exisiting tenant appears to be meeting their obligations in regards to asbestos duty holder and does not indicate any action need be taken. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, assuming the tenant is responsible, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Chester is a city in Cheshire and is located 37 miles south west of Manchester city centre. Chester is bordered by the A55 North Wales Expressway and is located at the southern determination of the M53 Motorway (Junction 12). The Property is located on the west side of City Road opposite Queen's Road. Chester Train Station is located 0.1 miles north and provides Avanti West Coast, Merseyrail, Transport for Wales and Northern rail services.
Site Area (acres)	0.36
Net Internal Area (sq ft)	34,847
Year of Completion	1970s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Cheshire West and Chester Council and is covered by the Development Plan. There are no outstanding planning applications pending determination and the land is located within the City Centre (Chester) Conservation Area.

TENANCY

Gross Current Rent (pa)	£400,000
Net Current Rent (pa)	£400,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£401,000			
Gross Value	**£5,444,720**			
Capex Allowance	£0.00			
Market Value	**£5,348,448**	Net of purchasers costs at	1.80%	
Initial Yield	7.34%			
Equivalent Yield	6.61%			
Reversionary Yield	7.36%			
Direct Comparison Rate (£/ sq ft)	**£153**		**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - CYPPA COURT, CHIPPENHAM, SN15 3LH

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	44
Property Address	Cyppa Court, Chippenham, SN15 3LH

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a three-storey, purpose built, office building. It is of steel frame and masonry construction with masonry elevations. Internally, the Property provides open plan office spaces. There are approximately 36 basement and surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register has not been available to view and the report recommends your solicitors obtain a copy for review. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, as it is assumed the responsibility of the tenant, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Chippenham is a market town in Wiltshire, located approximately 86 miles west of Central London. Chippenham is located east of the A350 which provides access to Junction 17 of the M4 Motorway 4 miles north. The Property is located on the south side of Avenue La Felche at its junction with London Road. Chippenham Train Station is located 0.8 miles north and provides GWR rail services.
Site Area (acres)	0.38
Net Internal Area (sq ft)	12,299
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Wiltshire Council and is covered by the Wiltshire Core Strategy. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£160,000
Net Current Rent (pa)	£160,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£160,000		
Gross Value	**£2,176,641**		
Capex Allowance	£0.00		
Market Value	**£2,138,154**	Net of purchasers costs at	1.80%
Initial Yield	7.34%		
Equivalent Yield	6.60%		
Reversionary Yield	7.34%		
Direct Comparison Rate (£/ sq ft)	**£174**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - GREAT OAKS HOUSE, GREAT OAKS, BASILDON, SS14 1JE

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	45
Property Address	Great Oaks House, Great Oaks, Basildon, SS14 1JE
PROPERTY PARTICULARS	
Date of Inspection	03 July 2020
Type of Property	Office
Brief Description	The Property comprises a five-storey, purpose built, office building. It is of concrete frame construction with concrete cladding. Internally, the Property provides open plan office spaces.
Building Assessment	We understand that the Asbestos Register identifies various Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that the ACMs are being managed by the tenant on an ongoing basis, the report does not indicate any immediate issues with the current ACMs. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, as it assumed teannts responsibility, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Basildon is a town in Essex, located approximately 26 miles east of Central London. Basildon is located between the A13 and A127, immedietly west of the junction between the two, which are main arterial routes into Central London and provide access to the M25 (London Orbital) Motorway. The Property is located on the south side of Great Oaks, opposite its junction with Little Oaks. Basildon Train Station is located 0.6 miles south west and provides C2C rail services.
Site Area (acres)	0.33
Net Internal Area (sq ft)	54,432
Year of Completion	1970s
LEGAL	
Tenure	Long leasehold 999 years from 17 June 2004 at a peppercorn rent
Planning / Zoning	The Property falls within the planning authority of Basildon Borough Council and is covered by the Basildon District Local Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£550,000
Net Current Rent (pa)	£550,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£599,000
Gross Value	**£9,167,090**
Capex Allowance	£0.00
Market Value	**£9,005,000** Net of purchasers costs at 1.80%
Initial Yield	6.00%
Equivalent Yield	6.40%
Reversionary Yield	6.53%
Direct Comparison Rate (£/ sq ft)	**£165** **Disposal marketing period** 9-12 months

EXECUTIVE SUMMARY - GREAT WESTERN HOUSE, WOODSIDE, BIRKENHEAD, CH41 6DA

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	46
Property Address	Great Western House, Woodside, Birkenhead, CH41 6DA
PROPERTY PARTICULARS	
Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a five-storey, purpose built, office building. It is of concrete frame construction with concrete cladding. Internally, the Property provides open plan office spaces. There are approximately 194 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register identifies various presumed Asbestos Containing Materials (ACMs) within the Property requiring management control, the report does not highlight any issues associated with asbestos at the Property. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Birkenhead is a town in the Metropolitan Borough of Wirral located on the south side of the River Mersey opposite the city of Liverpool. Birkenhead is served by the A554, A552 and A41 that provides access to junctions 1, 3 and 5 to the north, west and south respectively. The property is located on the east side of Chester Street at its junction with the A554. Hamilton Square stations are located 0.1 miles west providing Merseyrail services.
Site Area (acres)	2.77
Net Internal Area (sq ft)	80,141
Year of Completion	2000s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Wirral Council and is covered by the Unitary Development Plan and is allocated for commercial uses. There are no outstanding planning applications pending determination.
TENANCY	
Gross Current Rent (pa)	£650,000
Net Current Rent (pa)	£650,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	7.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£601,000
Gross Value	**£9,284,160**
Capex Allowance	£0.00
Market Value	**£9,120,000** Net of purchasers costs at 1.80%
Initial Yield	7.00%
Equivalent Yield	6.55%
Reversionary Yield	6.47%
Direct Comparison Rate (£/ sq ft)	**£114** **Disposal marketing period** 12-18 months

EXECUTIVE SUMMARY - HANOVER HOUSE, NORTHGATE, BRIDGWATER, TA6 3HG

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	47
Property Address	Hanover House, Northgate, Bridgwater, TA6 3HG

PROPERTY PARTICULARS

Date of Inspection	25 June 2020
Type of Property	Office
Brief Description	The property comprises of a three storey office building arranged in an L shape. The property is of concrete frame construction with red brick elevations. Internally the property provides open plan office accommodation. There are approximately 45 parking spaces around the property.
Building Assessment	We understand that the Asbestos Register was not available for review and the report recommends copies should be obtained by your solicitor for review. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, as it is assumed the tenants responsibility, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Bridgewater is a market town located in Somerset approximately 140 miles south west of Central London. Bridgwater is situated west of the M5 Motorway and is accessed from junctions 23 and 24. The Property is situated on the east side Northgate immedietly south of its junction with West Quay Close. Bridgwater Train Station is located 0.7 miles south east and provides GWR rail services.
Site Area (acres)	0.85
Net Internal Area (sq ft)	21,598
Year of Completion	1980s

LEGAL

Tenure	Freehold
Planning / Zoning	The property falls within the Planning Authority for Sedgemoor District Council and is covered by the Sedgemoor Local Plan 2011 - 2032. There are currently no outstanding planning applications requiring determination and the land is not allocated for any usage.

TENANCY

Gross Current Rent (pa)	£178,182
Net Current Rent (pa)	£178,182
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to the First Secretary of State
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£183,500		
Gross Value	**£2,182,877**		
Capex Allowance	£0.00		
Market Value	**£2,144,280**	Net of purchasers costs at	1.80%
Initial Yield	8.16%		
Equivalent Yield	7.43%		
Reversionary Yield	8.40%		
Direct Comparison Rate (£/ sq ft)	**£99**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - LADYWELL HOUSE, EDINBURGH, EH12 7TF

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	1
Property Address	Ladywell House, Edinburgh EH12 7TF

PROPERTY PARTICULARS

Date of Inspection	30 June 2020
Type of Property	Office
Brief Description	The property comprises four separate office buildings. Phase 1 provides three storeys of office accomodation, Phase 2 is situated on a slope and provides four storeys, Phase 3 has two storeys and phase 4 provides one floor of office accomodation and there are approximately 105 car parking spaces.
Building Assessment	We understand that that an up-to-date asbestos management plan has not been made available for review and the report concludes there is a risk of asbetos being present and recommend your solicitors obtain a copy of this report for review. The reports provided allows for £5,000 of capital expenditure liability for the Landlord with the remainder assumed as the reponsibility of the tenant, and therefore this is the approach that we have adopted in reaching our opinion of Market Value and in our opinion the landlords proposed capital expenditure is reflected in our adopted yield.
Surrounding Infrastructure	Edinburgh is the capital city of Scotlandand is located on the east coast approximately 45 miles east of Glasgow. Edinburgh is served by the M8, M9 and M90 motorways and the A1. The property is situated on the north side of Ladywell Road approximately 0.1 miles east of its junction with the B701 and 4 miles west of the city centre. South Gyle Train Station is located 0.6 miles south west and provides ScotRail services.
Site Area (acres)	1.51
Net Internal Area (sq ft)	54,622
Year of Completion	1960's

LEGAL

Tenure	Heritable (Scottish Freehold equivalent)
Planning / Zoning	The property falls within the City of Edinburgh Council Local Planning Authority and is covered by the Edinburgh Local Development Plan. There are currently no planning applications awaiting determination and the land is not allocated for any use.

TENANCY

Gross Current Rent (pa)	£675,000
Net Current Rent (pa)	£675,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.45 years
Weighted Average Lease Expiry ("WALE")	9.45 years
Tenancy(cies)	100% let to Scottish Ministers
Overall Covenant Strength	Strong - Scottish Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£683,000		
Gross Value	**£7,521,571**		
Capex Allowance	£0.00		
Market Value	**£7,388,577**	Net of purchasers costs at	1.80%
Initial Yield	8.97%		
Equivalent Yield	8.11%		
Reversionary Yield	9.08%		
Direct Comparison Rate (£/ sq ft)	**£135**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - LINDSAY HOUSE, 18-30 WARD ROAD, DUNDEE, DD1 1NE

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	49
Property Address	Lindsey House, 18-30 Ward Road, Dundee, DD1 1NE

PROPERTY PARTICULARS

Date of Inspection	25 June 2020
Type of Property	Office
Brief Description	The property comprises of a four storey office building of concrete framed construction and is clad with concrete panelling. The property provides open plan office accommodation. The property has approximately 27 car parking spaces.
Building Assessment	We understand that the Asbestos Register identifies Asbestos Containing Materials (ACMs) within the Property and recommends your solicitors obtain a copy of the asbestos management survey but the report does not indicate any associated actions or costs immedietly required by the landlord. The reports provided allocates the majority of any future costs as being the teannts liability though there is a £104,500 landlord cost for lift refurbishment but the report does not confirm this will be the landlords responsibility and could be undertaken by the tenant, therefore, we are of the opinion that our adopted yield reflects the potential cost as a purchaser would.
Surrounding Infrastructure	The Property is located in Dundee a city on the east coast of Scotland located approximately 60 miles north of Edinburgh. Dundee is served by the A90 which provides access to Junction 11 if the M90 Motorway, 19 miles south west. The property is situated on the corner junction of West Road and Lindsey Street, within the city centre. Dundee Train Station is located approximately 0.5 miles south and provides Caledonian Sleeper, CrossCountry, LNER and ScotRail services.
Site Area (acres)	0.36
Net Internal Area (sq ft)	38,803
Year of Completion	1970s

LEGAL

Tenure	Heritable (Scottish Freehold equivalent)
Planning / Zoning	The property falls within the Local Planning Authority of Dundee City Council and is covered by the Dundee Local Development Plan 2019. There are no outstanding planning applications awaiting detarmination and the land is not allocated any usage.

TENANCY

Gross Current Rent (pa)	£390,000
Net Current Rent (pa)	£390,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to the Secretary of State, Communities & Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£291,000		
Gross Value	**£4,777,383**		
Capex Allowance	£0.00		
Market Value	**£4,692,911**	Net of purchasers costs at	1.80%
Initial Yield	8.16%		
Equivalent Yield	5.69%		
Reversionary Yield	6.09%		
Direct Comparison Rate (£/ sq ft)	**£121**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - TY CAMBRIA, 29 NEWPORT ROAD, CARDIFF, CF24 0TP

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	50
Property Address	Ty Cambria, 29 Newport Road, Cardiff, CF24 0TP

PROPERTY PARTICULARS

Date of Inspection	No internal access on 29/06/2020
Type of Property	Office
Brief Description	The Property comprises a seven-storey plus basement office building. It is of concrete frame construction with stone elevations. Internally the Property provides open plan office accommodation. There are approximatley 11 parking spaces.
Building Assessment	We understand that the Asbestos Register identifies various tested and presumed Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that 'the Property is a medium risk of asbestos blight with a medium potential future landlord's liability for asbestos removal / management at the point of the tenant's leasehold interest lapsing'. The reports provided do not allow for any capital expenditure liability for the Landlord in this regard, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Cardiff is the Capital City of Wales and located approximately 150 miles west of London. Cardiff is located south of the M4 Motorway and is accessed via junctions 29-33. The Property is located on the north side of Newport Road at its junction with East Grove. Cardiff Queen Street Station is located 0.3 miles west and provides Transport for Wales rail services.
Site Area (acres)	0.22
Net Internal Area (sq ft)	33,749
Year of Completion	1970's

LEGAL

Tenure	Freehold
Planning / Zoning	The property falls within the City of Cardiff planning authority and is covered by the Cardiff Local development Plan 2006 - 2026 and is located in the Central Bay Business Area which is allocated for mixed use. There are no outstanding planning application awaiting determination.

TENANCY

Gross Current Rent (pa)	£405,000
Net Current Rent (pa)	£405,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.99 years
Weighted Average Lease Expiry ("WALE")	7.99 years
Tenancy(cies)	100% let on a single lease to Natural Resources Wales
Overall Covenant Strength	Good - Welsh Government sponsored

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£422,000		
Gross Value	**£4,964,487**		
Capex Allowance	£0.00		
Market Value	**£4,876,706**	Net of purchasers costs at	1.80%
Initial Yield	8.16%		
Equivalent Yield	7.51%		
Reversionary Yield	8.50%		
Direct Comparison Rate (£/ sq ft)	**£144**	Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - PHOENIX HOUSE, RUSHTON AVENUE, LEEDS OLD ROAD, BRADFORD, BD3 7BH

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	51
Property Address	Phoenix House, Rushton Avenue, Leeds Old Road, Bradford, BD3 7BH

PROPERTY PARTICULARS

Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The property comprises of a five storey office building of steel frame and stone elevations. The property has an external car park with approximately 21 parking spaces.
Building Assessment	We understand that the Asbestos Register identifies various Asbestos Containing Materials (ACMs) within the Property requiring management control. The report concludes that the tenant has been managing asbestos and management should continue, furthermore, asbestos removal certificate should be sought by your solicitors for where appropriate. The reports provided allocated the majority of costs to be the responsibility of the tenant and this is the approach we have adopted, however, they believe a number of costs could be the responsibility of the purchaser though there is no guarantee this is the case, we are of the opinion or yield reflects this potential risk.
Surrounding Infrastructure	Bradford is a city in West Yorkshire located approximately 8.6 miles west of Leeds city centre. Bradford is connected to the motorway network by the M606 to the south of the city which connects to Junction 26 of the M62 Motorway approximately 5 miles south. The Property is located on the corner between Leeds Old Road and Rushton Avenue towards the west of the city. There are no local train station near the Property but a number of local bus routes.
Site Area (acres)	0.80
Net Internal Area (sq ft)	37,649
Year of Completion	1930s

LEGAL

Tenure	Freehold
Planning / Zoning	The property falls within the Planning Authority of the City of Bradford Metropolitan District Council and is covered by the Core Strategy Development Plan. There are no outstanding planning applications requiring determination and the land is not allocated for any usage.

TENANCY

Gross Current Rent (pa)	£452,201
Net Current Rent (pa)	£452,201
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.18 years
Weighted Average Lease Expiry ("WALE")	2.18 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£301,000		
Gross Value	**£4,519,920**		
Capex Allowance	£0.00		
Market Value	**£4,440,000**	Net of purchasers costs at	1.80%
Initial Yield	10.00%		
Equivalent Yield	6.05%		
Reversionary Yield	6.66%		
Direct Comparison Rate (£/ sq ft)	**£118**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - PORTLAND HOUSE, WEST DYKE ROAD, REDCAR, TS10 1DH

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

Colliers INTERNATIONAL

INSTRUCTIONS

Property ID	52
Property Address	Portland House, West Dyke Road, Redcar, TS10 1DH

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of frame construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 18 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register was not available for JLL to review and they recommend your solicitors obtain a copy. The report includes a £34,700 capital expenditure cost required at the property but they have assumed it is the responsibility of the tenant under their FRI lease and not the landlords, therefore, this is the approach we have adopted in arriving at our Market Value.
Surrounding Infrastructure	Redcar is a town located on the north east coast of England, approximately 70 miles north east of Leeds city centre. Redcar is located at the eastern determination of the A66 which provides access to Junction 57 of the A1(M), 25 miles west. The Property is located on the west side of West Dyke Road, immedietly north of Redcar Central Station which provides Trnaspennine Express and Northern rail services.
Site Area (acres)	0.49
Net Internal Area (sq ft)	9,559
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Redcar & Cleveland Borough Council and is covered by the Redcar & Cleveland Local Development Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£75,000
Net Current Rent (pa)	£75,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£71,750		
Gross Value	**£916,809**		
Capex Allowance	£0.00		
Market Value	**£900,598**	Net of purchasers costs at	1.80%
Initial Yield	8.19%		
Equivalent Yield	7.05%		
Reversionary Yield	7.83%		
Direct Comparison Rate (£/ sq ft)	**£94**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - SIDLAW HOUSE, DUNDEE, DD2 1DX

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	53
Property Address	Sidlaw House, Dundee, DD2 1DX
PROPERTY PARTICULARS	
Date of Inspection	25 June 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of steel frame construction with composite cladding. Internally, the Property provides open plan office spaces. There are approximately 80 surface car parking spaces surrounding the Property.
Building Assessment	We understand that there is no Asbestos Register available for the Property due to the date of construction of the Property. The JLL reports indicates there could be future landlord laibilites but they have only assumed where liability lies and this could fall on the tenant, furthermore, they have not accounted for the value of any tenant dilapidations that might be received. We are of the opinion that our opinion of yield reflects the potential liabilities.
Surrounding Infrastructure	The Property is located in Dundee a city on the east coast of Scotland located approximately 60 miles north of Edinburgh. Dundee is served by the A90 which provides access to Junction 11 if the M90 Motorway, 19 miles south west. The Property is located on the west side of Explorer Road approximately 0.5 miles from its junction with the A90. Invergowrie Train Station is located 1 miles south and provides ScotRail services.
Site Area (acres)	21.10
Net Internal Area (sq ft)	61,250
Year of Completion	2000s
LEGAL	
Tenure	Heritable (Scottish Freehold equivalent)
Planning / Zoning	The Property falls within the planning authority of Dundee City Council and is covered by the Dundee Local Development Plan 2019 and is located in a Specialist Economic Development Area where business uses will be protected. There are no outstanding planning applications pending determination.
TENANCY	
Gross Current Rent (pa)	£788,283
Net Current Rent (pa)	£788,283
Weighted Average Unexpired Lease Term ("WAULT") to Break	1.87 years
Weighted Average Lease Expiry ("WALE")	6.87 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION			
Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£613,000		
Gross Value	**£6,062,190**		
Capex Allowance	£0.00		
Market Value	**£5,955,000**	Net of purchasers costs at	1.80%
Initial Yield	13.00%		
Equivalent Yield	8.38%		
Reversionary Yield	10.11%		
Direct Comparison Rate (£/ sq ft)	**£97**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY-ST KATHERINE'S HOUSE, 21-27 ST KATHERINE'S STREET,NORTHAMPTON,NN11RS

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	54
Property Address	St Katherine's House, 21-27 St Katherine's Street, Northampton, NN1 1RS
PROPERTY PARTICULARS	
Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a five-storey, purpose built, office building. It is of concrete frame construction with concrete cladding. Internally, the Property provides open plan office spaces. There are approximately 36 surface car parking spaces surrounding the Property.
Building Assessment	The report provided does not reference having reviewed the asbestos register or whether any reports are available, due to the age of the property we recommend your solicitors provide any asbestos management reports available to the building surveyors for their review, though they do not reference any asbestos associated risks in their report. The reports provided do not allow for any capital expenditure liability for the Landlord, as it is assumed the responsibility of the tenant, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Northampton is the county town of the county of Northamptonshire and is located approximately 60 miles north west of Central London. Northampton is located on the north side of the M1 Motorway and is accessed from junctions 15, 15A and 16. The Property is located on the south side of St Katherine's Street approximatley 0.1 miles east of its junction with the A508. Northampton Train Station is located 0.4 miles west and provides Avanti West Coast and West Midlands Trains rail services.
Site Area (acres)	0.34
Net Internal Area (sq ft)	27,745
Year of Completion	1960s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Northampton Borough Council and is covered by the Northampton Development Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£209,430
Net Current Rent (pa)	£209,430
Weighted Average Unexpired Lease Term ("WAULT") to Break	3.36 years
Weighted Average Lease Expiry ("WALE")	3.36 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£222,000
Gross Value	**£2,137,800**
Capex Allowance	£0.00
Market Value	**£2,100,000** Net of purchasers costs at 1.80%
Initial Yield	9.80%
Equivalent Yield	9.01%
Reversionary Yield	10.38%
Direct Comparison Rate (£/ sq ft)	**£76**
Disposal marketing period	12-18 months

EXECUTIVE SUMMARY - TEMPLE HOUSE, WOLVERHAMPTON, WV2 4AU

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	55
Property Address	Temple House, Wolverhampton, WV2 4AU
PROPERTY PARTICULARS	
Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a four-storey, purpose built, office building. It is of reinforced concrete frame construction with red brick elevations. Internally, the Property provides open plan office spaces. There are approximately 30 surface car parking spaces surrounding the Property. The property has been internally interconnected to the adjoining property (Molineux House) by the tenant and we understand it would be their responsibility to reinstate the wall.
Building Assessment	We understand that the Asbestos Register identifies various presumed Asbestos Containing Materials (ACMs) within the Property requiring management control. The report does not highlight any required landlord action or costs associated with the potential asbestos. The reports provided allows for £21,000 of landlord capital expenditure but as the tenant is in occupation on an FRI lease it could also fall to their responsibility, we are of the opinion our yield reflects the potential landlord risk.
Surrounding Infrastructure	Wolverhampton is a city in the West Midlands located approximately 14 miles north west of Birmingham city centre. Wolverhampton is located along the A454 which provides access to Junction 10 of the M6 Motorway, 5 miles east, and the A449 which provides access to Junction 2 of the M54 Motorway, 4 miles north. The Property is located on the south side of Temple Street approximately 0.1 miles west of its junction with Snow Hill. Wolverhampton St George's Station is lcoated 0.2 miles north east is a determination of the West Midlands Metro tram.
Site Area (acres)	0.59
Net Internal Area (sq ft)	27,523
Year of Completion	1990s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of City of Wolverhampton Council and is covered by the Black Country Core Strategy. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£247,700
Net Current Rent (pa)	£247,700
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION				
Basis of Valuation	Market Value – subject to existing tenancy			
Valuation Approaches	Primary - Income Capitalisation			
Date of Valuation	14 August 2020			
Market Rent (Gross) (pa)	£247,500			
Gross Value	**£3,037,318**			
Capex Allowance	£0.00			
Market Value	**£2,983,613**	Net of purchasers costs at	1.80%	
Initial Yield	8.15%			
Equivalent Yield	7.26%			
Reversionary Yield	8.14%			
Direct Comparison Rate (£/ sq ft)	**£108**	**Disposal marketing period**		12-18 months

EXECUTIVE SUMMARY - THEATRE BUILDINGS, BILLINGHAM, TS23 2NA

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	56
Property Address	Theatre Buildings, Billingham, TS23 2NA

PROPERTY PARTICULARS

Date of Inspection	01 July 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of framed construction with brick elevations. Internally, the Property provides open plan office spaces. There are approximately 14 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register was not available for inspection by JLL who recomend that your solicitors should obtain copies. The reports provided allows for £25,250 of capital expenditure but has assumed that it is the responsibility of the tenant under their FRI lease, therefore, this is the approach we have adopted in arriving at our opinion of Market Value.
Surrounding Infrastructure	Billingham is a town in County Durham, located approximately 68 miles north east of Leeds city centre. Billingham is located south of the junction between the A19 and A689 with the A19 providing access to Newcatle upon Tyne to the north and York to the south. The Property is located in the south eastern corner of Billingham town centre on the north side of Kingsway. Billingham Train Station is located 0.4 miles east and provides Northern rail services.
Site Area (acres)	0.37
Net Internal Area (sq ft)	7,261
Year of Completion	1990s

LEGAL

Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Stockton-on-Tees Borough Council and is covered by the Local Plan and is locaterd in an area where employment uses will be protected where viable. There are no outstanding planning applications pending determination.

TENANCY

Gross Current Rent (pa)	£57,000
Net Current Rent (pa)	£57,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£54,500		
Gross Value	**£698,521**		
Capex Allowance	£0.00		
Market Value	**£686,170**	Net of purchasers costs at	1.80%
Initial Yield	8.17%		
Equivalent Yield	7.03%		
Reversionary Yield	7.82%		
Direct Comparison Rate (£/ sq ft)	**£95**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - UNITS 1-2, DALLAS COURT, SALFORD, M50 2GF

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS

Property ID	57
Property Address	Units 1-2, Dallas Court, Salford, M50 2GF

PROPERTY PARTICULARS

Date of Inspection	29 June 2020
Type of Property	Office
Brief Description	The Property comprises a two-storey office building. It is of steel frame construction with a combination of single glazing and plastisol coated panel elevations. Internally, the Property provides open plan office spaces. There are approximately 50 surface car parking spaces surrounding the Property.
Building Assessment	We understand that the Asbestos Register has not been available for review and the report recommends that your solicitors obtain a copy so that it may be reviewed. The reports provided do not allow for any capital expenditure liability for the Landlord, as it is assumed to be the tenants responsibility, and therefore this is the approach that we have adopted in reaching our opinion of Market Value.
Surrounding Infrastructure	Salford is acity within the area of Greater Manchester and is located approximately 2.5 miles north west of Manchester city centre. Salford is located immedietly north of Junction 3 of the M602 Motorway and south of the A6. The Property is located on the south side of Dallas Court at its junction with South Langworthy Road. THe property is located 0.1 miles north of Broadway Tram Stop which is served by the Blue Line.
Site Area (acres)	2.30
Net Internal Area (sq ft)	16,044
Year of Completion	1980s

LEGAL

Tenure	Leasehold 99 year lease from 01 January 2014 at a passing ground rent of £21,000 per annum
Planning / Zoning	The Property falls within the planning authority of Salford City Council and is covered by the Salford's Development Plan. There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.

TENANCY

Gross Current Rent (pa)	£154,200
Net Current Rent (pa)	£133,200
Weighted Average Unexpired Lease Term ("WAULT") to Break	3.80 years
Weighted Average Lease Expiry ("WALE")	3.80 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government

VALUATION

Basis of Valuation	Market Value – subject to existing tenancy		
Valuation Approaches	Primary - Income Capitalisation		
Date of Valuation	14 August 2020		
Market Rent (Gross) (pa)	£160,500		
Gross Value	**£1,481,190**		
Capex Allowance	£0.00		
Market Value	**£1,455,000**	Net of purchasers costs at	1.80%
Initial Yield	8.99%		
Equivalent Yield	8.14%		
Reversionary Yield	9.42%		
Direct Comparison Rate (£/ sq ft)	**£91**	**Disposal marketing period**	12-18 months

EXECUTIVE SUMMARY - ST CROSS HOUSE, 18 BERNARD STREET, SOUTHAMPTON, SO14 3PJ

Valuation prepared by
Colliers International Valuation UK LLP
50 George Street
London
W1U 7GA
www.colliers.com/uk

INSTRUCTIONS	
Property ID	58
Property Address	St Cross House, 18 Bernard Street, Southampton, SO14 3PJ
PROPERTY PARTICULARS	
Date of Inspection	02 July 2020
Type of Property	Office
Brief Description	The Property comprises a seven-storey, purpose built, office building constructed in the 1960s. It is of concrete frame construction with concrete cladding. Internally, the Property provides open plan office spaces. There are approximately 30 surface car parking spaces to the rear of the Property.
Building Assessment	We have not been provided with any building survey reports in regard to the property. We understand that building surveyors have previously not identified anything that would lead to a recommendation not to proceed and no short term landlord capital expenditure is required. Therefore, we have relied upon this in our approach.
Surrounding Infrastructure	Southampton is a city in Hampshire, approximately 70 miles south east of Central London. The A33 runs north from Southampton to Junction 1 of the M271 Motorway, 3.7 miles north. The property is located on the north side of Bernard Street, between its junctions with Back of the Walls and High Street and 0.4 miles east of the A33. Southampton Central Station is located 0.9 miles north east through the city centre and provides South Western Railway, GWR, Southen and CrossCountry services.
Site Area (acres)	0.62
Net Internal Area (sq ft)	42,985
Year of Completion	1960s
LEGAL	
Tenure	Freehold
Planning / Zoning	The Property falls within the planning authority of Southampton City Council and is covered by the Core Strategy (amended 2015). There are no outstanding planning applications pending determination and the land is not currently allocated for any usage.
TENANCY	
Gross Current Rent (pa)	£455,000
Net Current Rent (pa)	£455,000
Weighted Average Unexpired Lease Term ("WAULT") to Break	2.63 years
Weighted Average Lease Expiry ("WALE")	7.63 years
Tenancy(cies)	100% let to The Secretary of State for Housing, Communities and Local Government
Overall Covenant Strength	Strong - UK Government
VALUATION	
Basis of Valuation	Market Value – subject to existing tenancy
Valuation Approaches	Primary - Income Capitalisation
Date of Valuation	14 August 2020
Market Rent (Gross) (pa)	£516,000
Gross Value	**£5,581,929**
Capex Allowance	£0.00
Market Value	**£5,483,231** Net of purchasers costs at 1.80%
Initial Yield	8.15%
Equivalent Yield	7.76%
Reversionary Yield	9.24%
Direct Comparison Rate (£/ sq ft)	**£128** Disposal marketing period 12-18 months

B-131

Colliers International Valuation UK LLP
Valuation & Advisory Services
50 George Street
London
W1U 7GA

www.colliers.com/uk

INDEPENDENT FINANCIAL ADVISER'S LETTER

DELOITTE & TOUCHE CORPORATE FINANCE PTE LTD
(Incorporated in the Republic of Singapore)
Company Registration Number: 200200144N

28 December 2020

Perpetual (Asia) Limited
(as Trustee of Elite Commercial REIT)
8 Marina Boulevard
#05-02 Marina Bay Financial Centre
Singapore 018981

The Independent Directors and The Non-Interested Director (as defined herein)
Elite Commercial REIT Management Pte. Ltd.
(as Manager of Elite Commercial REIT)
9 Temasek Boulevard
#17-01 Suntec Tower Two
Singapore 038989

Dear Sirs

INDEPENDENT FINANCIAL ADVISER'S LETTER IN RELATION TO:

1) **THE PROPOSED ACQUISITION OF 58 PROPERTIES LOCATED ACROSS THE UNITED KINGDOM, AS AN INTERESTED PERSON TRANSACTION**
2) **THE PROPOSED ISSUANCE OF NEW UNITS AS PARTIAL CONSIDERATION FOR THE PROPOSED ACQUISITION**
3) **THE PROPOSED WHITEWASH RESOLUTION**

For the purpose of this letter, capitalised terms not otherwise defined shall have the meaning given to them in the Circular dated 28 December 2020 (the "Circular") of Elite Commercial REIT in relation to the above matters.

1. INTRODUCTION

1.1. The Proposed Acquisition

On 17 October 2020, Elite Commercial REIT, through its wholly-owned subsidiary, Elite Kist Limited (the "**Elite Buyer**"), entered into a conditional share purchase agreement (the "**Share Purchase Agreement**") with Elite Bushel Holding Limited (the "**Vendor**") to acquire 100.0% of the shares in Elite Amphora Limited and Elite Cask Limited (the "**Target SPVs**"), which hold 58 commercial buildings located across the UK (the "**New Properties**", and the proposed acquisition, the "**Proposed Acquisition**") from the Vendor.

The Vendor is a wholly-owned subsidiary of Elite UK Commercial Fund II. Elite UK Commercial Fund II had during the time of the initial public offering of Elite Commercial REIT granted a right of refusal over the 62 assets held by Elite UK Commercial Fund II. On completion of the Proposed Acquisition (the "**Completion**"), Elite Commercial REIT will still hold a right of first refusal over the four remaining assets held by Elite UK Commercial Fund II and all the assets held by Elite UK Commercial Fund III.

The New Properties, which have a total net internal area ("NIA") of 1,307,064 sq ft, are well located in London and across other major cities in the UK and are located within city centres, town centres and city suburbs. With 99%[1] of the leases entered into with the UK Government via various government agencies, the New Properties provide attractive and recession-proof yields underpinned by sovereign tenants. Similar to Elite Commercial REIT's existing property portfolio, majority of the leases under the New Properties (that is, 82% of the leases) are entered into with the Secretary of State for Communities & Local Government (Department of Work and Pensions ("**DWP**")), thus creating synergy within Elite Commercial REIT's enlarged property portfolio. Other government tenants include the UK Ministry of Defence, National Records of Scotland, HM Courts and Tribunals Service, Natural Resources Wales and the Environmental Agency.

The purchase consideration is based on the consolidated net asset value ("**NAV**") of the Target SPVs as at Completion, which is currently estimated to be £58.5 million ("**Purchase Consideration**"), which takes into account, among other things, the agreed value of the New Properties of £212.5 million.

The Manager intends to finance the Total Acquisition Outlay (save for the Acquisition Fee) with (i) the issuance of New Units ("**Consideration Units**") to the Vendor or its nominee (the "**Vendor Nominee**"), (ii) net proceeds from the issuance of New Units pursuant to an equity fund raising ("**Equity Fund Raising**") and (iii) external bank borrowings. It should be noted that, while the Manager's primary objective is to pursue an Equity Fund Raising, should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan (as defined below), without the Equity Fund Raising. For the avoidance of doubt, Elite Commercial REIT is able to complete the Proposed Acquisition without the Equity Fund Raising.

To ensure certainty of completion of the Proposed Acquisition without the Equity Fund Raising, pursuant to the terms of the Share Purchase Agreement, the Elite Buyer has the option to request the Vendor to provide a loan of £10 million at an interest rate of 7% per annum (the "**Vendor's Loan**"), with the full sum of the Vendor's Loan repayable by the date ending 12 months after the date of Completion or the date on which Elite Commercial REIT has raised sufficient funds to repay the Vendor's Loan, whichever is earlier. If the Vendor's Loan is drawn down, it shall be used to pay the Purchase Consideration at Completion.

1.2. The Proposed Issuance of Consideration Units

The Manager proposes to issue Consideration Units to Elite UK Commercial Fund II, being the Vendor Nominee, up to the value of £89.4 million (as determined by the Manager in its sole discretion) as consideration for the Proposed Acquisition.

The issue of Consideration Units will result in Elite Commercial REIT raising less equity from the market in the Equity Fund Raising, resulting in more certainty of completion of the Proposed Acquisition.

The number of Consideration Units to be issued would depend on the issue price of the Consideration Units and the net proceeds raised via the Equity Fund Raising.

As the Vendor is held by a fund which is managed by a wholly-owned subsidiary of EPH (being EPC), and EPH is in turn a controlling shareholder of the Manager as well as a sponsor of Elite Commercial REIT, the proposed issue of Consideration Units to the Vendor (or the Vendor Nominee) will constitute an "interested person transaction"

[1] By annual gross rental income ("GRI")

under Chapter 9 of the Listing Manual, in respect of which the approval of Unitholders is required.

Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the proposed issuance of the Consideration Units to the Vendor Nominee.

(See paragraph 3 of the Letter to Unitholders for further details.)

1.3. The Proposed Whitewash Resolution

The Securities Industry Council ("**SIC**") has on 27 November 2020 granted a waiver (the "**SIC Waiver**") of the requirement by Elite UK Commercial Fund II and the parties acting in concert with it (the "**Concert Parties**") to make a mandatory general offer ("**Mandatory General Offer**") for the remaining Units not owned or controlled by Elite UK Commercial Fund II and the Concert Parties, in the event that they incur an obligation to make a Mandatory General Offer pursuant to Rule 14 of the Singapore Code of Take-overs and Mergers (the "**Code**") as a result of:

(i) the receipt by Elite UK Commercial Fund II (as the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units,

subject to the satisfaction of the conditions specified in the SIC Waiver (as set out in paragraph 7.2 of the Letter to Unitholders) including the approval of the Whitewash Resolution by Independent Unitholders (as defined herein) at a general meeting of Unitholders.

The Manager is seeking approval from Unitholders other than Elite UK Commercial Fund II, its Concert Parties and parties which are not independent of Elite UK Commercial Fund II (the "**Independent Unitholders**") for a waiver of their right to receive a Mandatory General Offer from Elite UK Commercial Fund II (as the Vendor Nominee) and its Concert Parties, in the event that they incur an obligation to make a Mandatory General Offer as a result of:

(i) the receipt by Elite UK Commercial Fund (as the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units.

(See paragraphs 7.1 and 7.2 of the Letter to Unitholders for further details.)

1.4. Summary of Approvals Sought

The Manager is seeking approval from unitholders of Elite Commercial REIT ("**Unitholders**") for the resolutions (each, a "**Resolution**") stated below:

(1) **Resolution 1**: the Proposed Acquisition of 58 properties located across the UK, as an interested person transaction (Ordinary Resolution);

(2) **Resolution 2**: the proposed issuance of new units in Elite Commercial REIT ("**New Units**") as partial consideration for the Proposed Acquisition (Ordinary Resolution);

(3) **Resolution 3:** the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units (Ordinary Resolution);

(4) **Resolution 4:** the proposed Whitewash Resolution (Ordinary Resolution; and

(5) **Resolution 5:** the Proposed General Mandate (as defined herein) for the issue of New Units and/or Convertible Securities (as defined herein) (Ordinary Resolution).

Unitholders should note that Resolutions 1, 2 and 3 are inter-conditional. Unitholders should also note that Resolutions 1, 2 and 3 are each conditional upon Resolution 4 relating to the proposed Whitewash Resolution. In the event that any of Resolutions 1, 2, 3 and 4 is not passed, the Manager will not proceed with the Proposed Acquisition. Unitholders should also note that in the event that the Equity Fund Raising to finance the Proposed Acquisition is not completed by the time of the EGM, Resolution 5 would be withdrawn and not tabled at the EGM.

For the purposes of this letter, the IFA opinion is in relation to Resolutions 1, 2, and 4.

1.5. Interested Person Transaction and Interested Party Transaction

The Vendor is a wholly-owned subsidiary of Elite UK Commercial Fund II. Elite UK Commercial Fund II is a fund managed by Elite Partners Capital Pte. Ltd. ("**EPC**"), which is in turn wholly-owned by Elite Partners Holdings Pte. Ltd. ("**EPH**"). As at date of the Circular, EPH holds an interest in 68.0% of the total number of issued shares in the Manager and is accordingly a "controlling shareholder" of the Manager. As such, EPH is considered (under Chapter 9 of the Listing Manual of the SGX-ST ("**Listing Manual**")) an "interested person" and (under Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore ("**Property Funds Appendix**")) an "interested party".

Accordingly, the Proposed Acquisition between Elite Commercial REIT and the Vendor (being a fund indirectly managed by EPH), as well as the Vendor's Loan extended by the Vendor (being a fund indirectly managed by EPH) to Elite Commercial REIT, will constitute an "interested person transaction" as defined under Chapter 9 of the Listing Manual and an "interested party transaction" as defined under the Property Funds Appendix, in respect of which Unitholders' approval is required.

(See paragraph 5.2.3 of the Letter to Unitholders for further details.)

1.6. Appointment of Independent Financial Adviser

Deloitte & Touche Corporate Finance Pte Ltd ("**Deloitte**") have been appointed as independent financial adviser ("**IFA**") pursuant to Listing Rule 921(4) as well as to the Independent Directors, the non-independent director who is not interested in matters relating to the Proposed Acquisition and proposed issue of Consideration Units (being Mr Evan Cheah Yean Shin) (the "**Non-Interested Director**") and the Audit and Risk Committee ("**ARC**") of the Manager and the Trustee, as to whether the Proposed Acquisition (including the Vendor's Loan when considered in the context of the Proposed Acquisition) is on normal commercial terms and is not prejudicial to the interests of Elite Commercial REIT and its minority Unitholders. We will also advise the Independent Directors, the Non-Interested Director and the ARC of the Manager and the Trustee on 1) whether the proposed issuance of Consideration Units (being the subject of the proposed Whitewash Resolution) is fair and reasonable; and 2) whether the Proposed Whitewash Resolution (when considered in the context of the proposed issuance of Consideration Units) is fair and reasonable.

This letter sets out our assessment and our recommendation to the Independent Directors, the Non-Interested Director and the ARC of the Manager and the Trustee, and will form an integral part of the Circular.

2. TERMS OF REFERENCE

Our responsibility is to provide our opinion pursuant to Listing Rule 921(4) and in respect to the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution.

We were neither a party to the negotiations entered into in relation to the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution, nor were we involved in the deliberations leading up to the decision on the part of the Manager to undertake the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution.

We do not, by this letter or otherwise, advise or form any judgement on the strategic or commercial merits or risks of the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution. All such evaluations, advice, judgements or comments remain the sole responsibility of the Directors, the Manager and their advisors.

We have however drawn upon such evaluations, judgements and comments as we deem necessary and appropriate in arriving at our opinion.

The scope of our appointment does not require us to express, and nor do we express, a view on the future growth prospects, earnings potential or value of Elite Commercial REIT. We do not express any view as to the price at which the Units may trade upon completion of the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution nor on the future value, financial performance or condition of Elite Commercial REIT after the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution.

It is also not within our terms of reference to compare the merits of the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution to any alternative transactions that were or may have been available to Elite Commercial REIT. Such comparison and consideration remain the responsibility of the Directors, the Manager and their advisors.

In the course of our evaluation, we have held discussions with the management of the Manager, and have considered the information contained in the Circular, publicly available information collated by us as well as information, both written and verbal, provided to us by the management. We have relied upon and assumed the accuracy of the relevant information, both written and verbal, provided to us by the aforesaid parties and have not independently verified such information, whether written or verbal, and accordingly cannot and do not warrant, and do not accept any responsibility for the accuracy, completeness and adequacy of such information. We have not independently verified and have assumed that all statements of fact, belief, opinion and intention made by the Directors in the Circular have been reasonably made after due and careful enquiry. Accordingly, no representation or warranty (whether express or implied) is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of such information. We have nonetheless made reasonable enquiries and exercised our judgement on the reasonable use of such information and have found no reason to doubt the accuracy or reliability of such information.

We have not made any independent evaluation or appraisal of the assets and liabilities (including, without limitation, the real properties) of Elite Commercial REIT or the Proposed Acquisition. We have been furnished with the valuation reports for the New Properties prepared by Colliers International Valuation UK LLP ("**Colliers**") and BNP Paribas Real Estate Advisory & Property Management UK Limited ("**BNP**

Paribas", together with Colliers, the "**Independent Valuers**"). With respect to such reports, we are not experts and do not hold ourselves to be experts in the evaluation of the assets concerned and have relied solely upon such reports.

Our views are based on market, economic, industry, monetary and other conditions (where applicable) prevailing on and our analysis of the information made available to us as at 21 December 2020 (the "**Latest Practicable Date**"). We assume no responsibility to update, revise or re-affirm our opinion, factors or assumptions in light of any subsequent development after the Latest Practicable Date that may affect our opinion or factors or assumptions contained herein. The Unitholders should take note of any announcements relevant to their considerations of the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution which may be released by Elite Commercial REIT after the Latest Practicable Date.

Elite Commercial REIT has been separately advised by its own legal advisor in the preparation of the Circular other than this letter. We have had no role or involvement and have not provided any advice whatsoever in the preparation, review and verification of the Circular other than this letter. Accordingly, we take no responsibility for, and express no views, whether express or implied, on the contents of the Circular except for this letter.

Our opinion is pursuant to Listing Rule 921(4) and in relation to the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution should be considered in the context of the entirety of this letter and Circular. While a copy of this letter may be reproduced in the Circular, Elite Commercial REIT may not reproduce, disseminate or quote this letter or any part thereof for any purpose without our prior written consent in each instance; other than for the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution.

We have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any Unitholder. As the Unitholders will have different investment objectives, we advise the Independent Directors and the Non-Interested Director to recommend that any Unitholder who may require specific advice in relation to his or her specific investment objectives or portfolio should consult his or her stockbroker, bank manager, solicitor, accountant, tax advisor or other professional advisors.

3. DETAILS OF PROPOSED ACQUISITION

Details of Proposed Acquisition are set out in Paragraph 2 of the Letter to Unitholders. We recommend that the Independent Directors and the Non-Interested Director advise the Unitholders to read this section of the Letter carefully.

We have reproduced excerpts of this section in respect of the Proposed Acquisition as below:

3.1. Structure of the Proposed Acquisition

On 17 October 2020, Elite Kist Limited entered into the Share Purchase Agreement with the Vendor to acquire 100.0% of the shares in the Target SPVs, which hold the New Properties.

The Vendor is a wholly-owned subsidiary of Elite UK Commercial Fund II. Elite UK Commercial Fund II had during the time of the initial public offering of Elite Commercial REIT granted a right of refusal over the assets held by Elite UK Commercial Fund II.

The New Properties, which has a total NLA of 1,307,064 sq ft, are well located across major cities in the UK and are centrally located within city centres, town centres and city suburbs. With 99% of the leases entered into with the UK Government, the New Properties provide attractive and recession-proof yields underpinned by sovereign tenants.

*Based on the Agreed New Properties Value and the net property income ("**NPI**") of the New Properties for the period from 6 February 2020 to 30 June 2020, the annualised NPI yield of the New Properties is 6.3%.*

*(See **Appendix A** of this Circular for further details about the New Properties.)*

3.2. Purchase Consideration and Valuation

The Purchase Consideration is currently estimated to be £58.5 million, which takes into account, among other things, the Agreed New Properties Value of £212.5 million, which was negotiated on a willing-buyer and willing-seller basis and takes into account the independent valuations of the New Properties. The Purchase Consideration will be subject to post-completion adjustments[1].

The Manager and the Trustee have commissioned Colliers and BNP Paribas respectively to value the New Properties. Colliers, in its report dated 14 August 2020, stated that the open market value of the New Properties is £212.5 million. BNP Paribas, in its report dated 14 August 2020, stated that the open market value of the New Properties is £205.2 million. Both Independent Valuers adopted the income capitalisation approach in their valuations.

*(See **Appendix A** of this Circular for the breakdown of Agreed New Properties Value and valuation of each New Property.)*

3.3. Estimated Total Acquisition Outlay

The Total Acquisition Outlay is estimated to be £218.5 million, comprising:

(i) the Purchase Consideration of approximately £58.5 million payable partly in Consideration Units, with the balance sum which is not satisfied by the issue of Consideration Units payable in cash;

(ii) the Existing Shareholders Loan of £40.2 million which will be novated to the Elite Buyer on Completion;

(iii) the External Bank Loan of £113.8 million, out of which the Repaid Bank Loan of £19.8 million will be repaid on Completion, and the Subsisting Bank Loan of £94.0 million which will not be discharged on Completion and will remain on the books of the Target SPVs after Completion;

(iv) the Acquisition Fee Units of approximately £2.1 million payable to the Manager; and

(v) the estimated professional and other fees and expenses of approximately £3.8 million incurred or to be incurred by Elite Commercial REIT in connection with the Proposed Acquisition.

3.4. Payment of Acquisition Fee in Units

Pursuant to the Trust Deed, the Manager is entitled to receive an acquisition fee at the rate of 1.0% of the Agreed New Properties Value, which is taken into account when

[1] The Purchase Consideration will be adjusted upwards or downwards in accordance with the Share Purchase Agreement depending on the final aggregate net asset value of the Target SPVs

computing the Total Acquisition Outlay (or such lower percentage as may be determined by the Manager in its absolute discretion). The Manager has elected to receive an acquisition fee at the rate of 1.0% of the Agreed New Properties Value.

Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the acquisition fee at the issue price of Units equal to the 10-day VWAP prior to the issue date of the Acquisition Fee Units.

Based on an illustrative issue price of £0.68 per Acquisition Fee Unit, the number of Acquisition Fee Units issued shall be approximately 3.1 million Units.

3.5. Method of Financing

The Manager intends to finance the Total Acquisition Outlay (save for the Acquisition Fee) with (i) the issue of Consideration Units to the Vendor or the Vendor Nominee, (ii) the net proceeds from the Equity Fund Raising and (iii) external bank borrowings. It should be noted that, while the Manager's primary objective is to pursue an Equity Fund Raising, should the market conditions be non-conducive to raise capital, the Manager may decide in the best interest of Unitholders to fund the Total Acquisition Outlay (save for the Acquisition Fee) through issuance of the Consideration Units, a drawdown of loan facilities and the Vendor's Loan, without the Equity Fund Raising. For the avoidance of doubt, Elite Commercial REIT is able to complete the Proposed Acquisition without the Equity Fund Raising.

To ensure certainty of completion of the Proposed Acquisition without the Equity Fund Raising, pursuant to the terms of the Share Purchase Agreement, the Elite Buyer has the option to request the Vendor to provide a loan of £10 million at an interest rate of 7% per annum, with the full sum of the Vendor's Loan repayable by the date ending 12 months after the date of Completion or the date on which Elite Commercial REIT has raised sufficient funds to repay the Vendor's Loan, whichever is earlier. If the Vendor's Loan is drawn down, it shall be used to pay the Purchase Consideration at Completion.

The final decision regarding the financing to be employed for the purposes of financing the Proposed Acquisition will be made by the Manager at the appropriate time, taking into account the then prevailing market conditions, availability of alternative funding options, the impact on Elite Commercial REIT's capital structure, DPU and debt expiry profile and the covenants and requirements associated with each financing option. For the avoidance of doubt, in the event that the Manager does not proceed with the Equity Fund Raising, Elite Commercial REIT will have sufficient internal resources and financing to complete the Proposed Acquisition.

The Manager will announce the details of the Equity Fund Raising on the SGXNET at the appropriate time when it launches the Equity Fund Raising.

3.6. Use of Proceeds of the Equity Fund Raising

For illustrative purposes in this Circular, the Equity Fund Raising is assumed to raise gross proceeds of approximately £30.0 million. The Manager intends to utilise all of the net proceeds of the Equity Fund Raising to finance part of the Total Acquisition Outlay (save for the Acquisition Fee).

3.7. Consequential Adjustment to Distribution Period and Status of New Units

Elite Commercial REIT's policy is to distribute its distributable income on a semi-annual basis to Unitholders.

However, pursuant to the Equity Fund Raising, the Manager may decide to make adjustments to the distribution period which may include, among others, a cumulative distribution, an advanced distribution or such other plans to ensure fairness to existing Unitholders holding Units on the day immediately prior to the date on which the New Units are issued pursuant to the Equity Fund Raising.

The New Units issued under the Equity Fund Raising, upon issue and allotment, rank pari passu in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued under the Equity Fund Raising, other than in respect of the advanced distribution.

Further details pertaining to any adjustments to the distribution period, if any, and the status of the New Units issued pursuant to the Equity Fund Raising will be announced at the appropriate time.

3.8. Principal Terms of the Share Purchase Agreement

The principal terms of the Share Purchase Agreement include, among others, the following:

(i) *the Share Purchase Agreement is subject to conditions precedent including but not limited to:*

  (a) *Elite Commercial REIT having obtained the approval of the Unitholders for the Proposed Acquisition and the issuance of the Consideration Units;*

  (b) *Elite Commercial REIT completing its fund raising to enable it to raise sufficient equity and debt in order to fund the Elite Buyer to complete its obligations under the Share Purchase Agreement; and*

  (c) *receipt by the solicitors of the Elite Buyer of satisfactory due diligence search results or satisfactory placing of risk on indemnity insurance on terms satisfactory to the Elite Buyer (acting reasonably) providing for cover for any adverse matter up to Completion; and*

(ii) *part of the Purchase Consideration shall be satisfied on Completion by the issue of one or more series of promissory notes ("**Promissory Notes**") for up to the value of £89.4 million, with the final value of the Promissory Notes to be issued determined based on the sole discretion of the Manager, in the following manner:*

  (a) *the Elite Buyer shall issue to the Vendor on Completion the Promissory Notes; and*

  (b) *the Vendor shall transfer the Promissory Notes to the Vendor Nominee, and Consideration Units shall be issued to the Vendor Nominee in full satisfaction of the Promissory Notes;*

  (See paragraph 3 for further details regarding the issuance of the Consideration Units.)

3.9. Property Manager in respect of the New Properties

*The New Properties are currently managed by Elite Real Estate Services UK Limited pursuant to the terms of the property management agreements entered into between Elite Real Estate Services UK Limited and Elite UK Commercial Fund II (the "**Property Management Agreements**", each a "**Property Management Agreement**"). Upon completion of the Proposed Acquisition, Elite Real Estate Services UK Limited will continue to be the property manager in respect of the New Properties (the "**Property Manager**") and provide property management (including lease management) and marketing services in respect of the New Properties. As the Property Manager would be performing lease management services in relation to the New Properties, the Manager would not be receiving any lease management fees in relation to the New Properties for so long as the Property Management Agreements are in force. The Property Management Agreements are valid for a period of five years expiring in August 2025.*

The Property Manager has outsourced some of the property management services in relation to the New Properties to Jones Lang LaSalle Limited. For the avoidance of doubt, the cost of such outsourcing of property management services will be borne by the Property Manager out of the fees payable to the Property Manager as set out below.

Pursuant to the Property Management Agreement, the Property Manager is entitled to be paid the following fees in relation to the relevant New Property:

(i) a property management fee of 2.0% per annum of the gross revenue income of the New Property;

(ii) a lease management fee of 1.0% per annum of the gross revenue income of the New Property;

(iii) market services commissions for procuring or renewing leases, which range from 0.5 to 2.0 months' gross revenue income of the New Property; and

(iv) a property management services fee for the development or redevelopment of the New Property, which ranges from 1.5% to 3.0% of the construction cost.

As the Property Manager is a wholly-owned subsidiary of EPH, which is a "controlling shareholder" of the Manager as well as a sponsor of Elite Commercial REIT, for the purposes of Chapter 9 of the Listing Manual, the Property Manager is an "interested person" of Elite Commercial REIT.

In approving the Proposed Acquisition, Unitholders are deemed to have approved the Share Purchase Agreement, the Vendor's Loan and the Property Management Agreements and all other documents required to be executed or assigned by the parties in order to give effect to the Proposed Acquisition.

4. DETAILS OF THE PROPOSED ISSUANCE OF CONSIDERATION UNITS

Details of Proposed Issuance of Consideration Units are set out in Paragraph 3 of the Letter to Unitholders. We recommend that the Independent Directors and the Non-Interested Director advise the Unitholders to read this section of the Letter carefully.

We have reproduced excerpts of this section in respect of the Proposed Issuance of Consideration Units as below:

4.1. Proposed Issue of Consideration Units

The Manager proposes to issue Consideration Units up to the value of £89.4 million to the Vendor (or the Vendor Nominee) as consideration for the Proposed Acquisition.

The issue of Consideration Units will result in Elite Commercial REIT raising less equity from the market in the Equity Fund Raising, resulting in more certainty of completion of the Proposed Acquisition.

The number of Consideration Units to be issued would depend on the issue price of the Consideration Units and the net proceeds raised from the Equity Fund Raising. The aggregate number of Consideration Units to be issued will be derived in the following manner:

***No. of Consideration Units** = Y ÷ Consideration Unit Issue Price*

Where:

*"**Y**" means up to £89.4 million (as determined by the Manager in its sole discretion), being the portion of the Purchase Consideration due to the Vendor in Units.*

*"**Consideration Unit Issue Price**" means the price of each Consideration Unit computed based on:*

(i) (in the event that no capital is raised from the Equity Fund Raising to finance the Proposed Acquisition) the VWAP Price, provided that in the event that:

  (a) the VWAP Price is less than 68 pence, the Consideration Unit Issue Price shall be 68 pence; and

  (b) the VWAP Price is more than 76 pence, the Consideration Unit Issue Price shall be 76 pence.

(ii) (in the event that capital is raised from the Equity Fund Raising to finance the Proposed Acquisition) the issue price of the Units in such equity fund raising, provided that in the event that the issue price of the Units in such equity fund raising is more than 76 pence, the Consideration Unit Issue Price shall be 76 pence.

The Consideration Unit Issue Price range of between 68 pence and 76 pence has been selected on the basis that the initial public offering price was 68 pence and the highest the Units have been traded on the SGX-ST is 76 pence. In the event that there is no Equity Fund Raising, the Consideration Units will be issued at a minimum price of 68 pence (even if the VWAP Price is less than 68 pence).

The table below shows the highest the Units have been traded on a monthly basis since Elite Commercial REIT's initial public offering on 6 February 2020.

Month	*Highest price (£)*
Feb 2020	*0.76*
Mar 2020	*0.74*
Apr 2020	*0.68*
May 2020	*0.68*
Jun 2020	*0.71*
Jul 2020	*0.70*
Aug 2020	*0.68*
Sep 2020	0.66
Oct 2020	*0.66*
Nov 2020	*0.65*

Source: FactSet as at 16 November 2020

The Consideration Units, when issued, will be fully paid. The Consideration Units shall be issued on the date of Completion and the number of Consideration Units issued shall be rounded downwards to the nearest board lot.

Based on the Vendor's current intention, Elite UK Commercial Fund II, as the Vendor Nominee, will receive the Consideration Units issued pursuant to the Proposed Acquisition. Following receipt of the Consideration Units, Elite UK Commercial Fund II will do a distribution in specie of such Consideration Units to its investors, including PartnerRE. PartnerRE has provided an undertaking to the Manager to restrict its dealing in the Units held by it following the distribution in specie of the Consideration Units in the manner as described in paragraph 6.1 below. (See paragraph 6.1 of the Letter to Unitholders for further details.)

4.2. Status of the Consideration Units

The Consideration Units will not be entitled to distributions by Elite Commercial REIT for the period preceding the date of issue of the Consideration Units, and will only be entitled to receive distributions by Elite Commercial REIT from the date of their issue to the end of the financial half year in which the Consideration Units are issued, as well as all distributions thereafter. The Consideration Units will, upon issue, rank pari passu in all respects with the existing Units in issue as at the date of issue of the Consideration Units.

4.3. Requirement of Unitholders' Approval for the Proposed Issue of Consideration Units

The Manager is seeking Unitholders' approval for mandate to be given to the Manager to issue the Consideration Units pursuant to Rule 805(1) of the Listing Manual.

As the Vendor is held by a fund managed by EPC, which is in turn a wholly-owned subsidiary of EPH, and EPH is a controlling shareholder of the Manager as well as a sponsor of Elite Commercial REIT, the proposed issue of Consideration Units to the Vendor (or the Vendor Nominee) will constitute an "interested person transaction" under Chapter 9 of the Listing Manual and an "interested party transaction" under the Property Funds Appendix, in respect of which the approval of Unitholders is required.

Accordingly, the Manager is seeking the approval of Unitholders by way of an Ordinary Resolution of the Unitholders for the proposed issue of the Consideration Units to the Vendor (or the Vendor Nominee) pursuant to the Proposed Acquisition.

5. DETAILS OF THE PROPOSED WHITEWASH RESOLUTION

Details of Proposed Whitewash Resolution are set out in Paragraph 7 of the Letter to Unitholders. We recommend that the Independent Directors and the Non-Interested Director advise the Unitholders to read this section of the Letter carefully.

We have reproduced excerpts of this section in respect of the Proposed Whitewash Resolution as below:

5.1. Rule 14 of the Code

The Manager is seeking approval from the Independent Unitholders for a waiver of their right to receive a Mandatory General Offer from Elite UK Commercial Fund II and its Concert Parties, in the event that they incur an obligation to make a Mandatory General Offer as a result of:

(i) the receipt by the Vendor (or the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units.

Upon the occurrence of the events set out in sub-paragraphs 7.1(i) and (ii) above, Elite UK Commercial Fund II and its Concert Parties may possibly end up acquiring units which exceeds the threshold pursuant to rule 14.1(a) of the Code.

Rule 14.1(a) of the Code states that Elite UK Commercial Fund II and the Concert Parties would be required to make a Mandatory General Offer, if Elite UK Commercial Fund II and its Concert Parties, acquires whether by a series of transactions over a period of time or not, Units which (taken together with the Units held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights of Elite Commercial REIT.

Unless waived by the SIC, pursuant to Rule 14.1(a) of the Code, Elite UK Commercial Fund II and its Concert Parties would then be required to make a Mandatory General Offer. The SIC has granted this waiver on 27 November 2020 subject to, inter alia, Resolution 4 (the proposed Whitewash Resolution) being approved by Independent Unitholders at the EGM.

To the best of the knowledge of the Manager and the Vendor, Elite UK Commercial Fund II and its Concert Parties hold, in aggregate, 28.4% of the voting rights of Elite Commercial REIT as at the Latest Practicable Date.

The maximum possible increase in the unitholdings of Elite UK Commercial Fund II and its Concert Parties would occur in the scenario where (i) the Vendor (or the Vendor Nominee) receives Consideration Units and (ii) the Manager receives its full entitlement to the Acquisition Fee in Units. Based on an Illustrative Price of £0.68 per Consideration Unit and assuming 100% of the Purchase Consideration is satisfied with the issue of Consideration Units, the aggregate unitholding of Elite UK Commercial Fund II and its concert parties will increase from 28.4% to 48.9%, immediately after the issue of the Consideration Units and the Acquisition Fee Units.

The following table sets out the respective unitholdings of Elite UK Commercial Fund II and its Concert Parties if (i) the Vendor (or the Vendor Nominee) receives approximately 131 million Consideration Units (based on an Illustrative Price of £0.68 per Consideration Unit and assuming no capital is raised from the Equity Fund Raising) and (ii) the Manager receives approximately 3.1 million Acquisition Fee Units (based on an illustrative issue price of £0.68 per Unit).

	Before the Proposed Acquisition[(1)]	***Immediately after the Proposed Acquisition and the issue of the Consideration Units (assuming no Equity Fund Raising)***
Issued Units (million)	*334*	*468*
Number of Units held by Elite UK Commercial Fund II and its Concert Parties (million)	*95*	*229*
Number of Units held by Unitholders, other than Elite UK Commercial Fund II and its Concert Parties (million)	*239*	*239*
% of issued Units held by Elite UK Commercial Fund II and its Concert Parties	*28.4%*	*48.9%*
% of issued Units held by Unitholders, other than Elite UK Commercial Fund II and its Concert Parties	*71.6%*	*51.1%*

Note:
(1) Number of Units as at the Latest Practicable Date.

5.2. Application for Waiver from Rule 14 of the Code

An application was made to the SIC on 6 October 2020 for the waiver of the obligation of Elite UK Commercial Fund II and its Concert Parties to make a Mandatory General Offer under Rule 14 of the Code should the obligation to do so arise as a result of the issue of the Consideration Units and/or the Acquisition Fee Units. The SIC granted the SIC Waiver on 27 November 2020, subject to, inter alia, the satisfaction of the following conditions:

(i) a majority of Unitholders present and voting at a general meeting, held before the issue of the Consideration Units and the Acquisition Fee Units, approve by way of a poll, the Whitewash Resolution to waive their rights to receive a general offer from Elite UK Commercial Fund II and its Concert Parties;

(ii) the Whitewash Resolution is separate from other resolutions;

(iii) Elite UK Commercial Fund II, its Concert Parties and parties not independent of the Proposed Acquisition abstain from voting on the Whitewash Resolution;

(iv) Elite UK Commercial Fund II and its Concert Parties did not acquire and are not to acquire any Units or instruments convertible into and options in respect of Units (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Units which have been disclosed in this Circular):

(a) during the period between the announcement of the Proposed Acquisition and the date Unitholders' approval is obtained for the Whitewash Resolution; and

(b) in the six months prior to the announcement of the Proposed Acquisition, but subsequent to negotiations, discussions or the reaching

of understandings or agreements with the Manager in relation to the issuance of the Consideration Units and Acquisition Fee Units;

(v) Elite Commercial REIT appoints an independent financial adviser to advise the Independent Unitholders on the Whitewash Resolution;

(vi) Elite Commercial REIT sets out clearly in this Circular:

(a) details of the Proposed Acquisition, including the issuance of Consideration Units and Acquisition Fee Units;

(b) the dilution effect of issuing to existing Unitholders due to the issuance of Consideration Units and the Acquisition Fee Units to existing Unitholders;

(c) the number and percentage of Units as well as the number of instruments convertible into, rights to subscribe for and options in respect of Units (if applicable) held by Elite UK Commercial Fund II and its Concert Parties as at the Latest Practicable Date;

(d) the number and percentage of Units to be issued to the Vendor Elite UK Commercial Fund II and the Manager as a result its Concert Parties due to the issuance of the Proposed Consideration Units and Acquisition; and Fee Units;

(e) that the issuance of Consideration Units and Acquisition Fee Units could result in Elite UK Commercial Fund II and its Concert Parties holding Units carrying over 49% of the Units, and the fact that Elite UK Commercial Fund II and its Concert Parties will be free to acquire further Units without incurring any obligation under Rule 14 of the Code to make a general offer;

(f) that Unitholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from the Vendor Elite UK Commercial Fund II at the highest price paid by Elite UK Commercial Fund II and its Concert Parties for Units in the six months preceding the commencement of the Proposed Acquisition offer;

(vii) this Circular states that the waiver granted by SIC to Elite UK Commercial Fund II and its Concert Parties from the requirement to make a general offer under Rule 14 of the Code is subject to the conditions set out in sub-paragraphs 7.2(i) to (vii) above;

(viii) Elite UK Commercial Fund II obtains SIC's approval in advance for the paragraphs of this Circular that refer to the Whitewash Resolution; and

(ix) to rely on the Whitewash Resolution, the issuance of the Consideration Units and the Acquisition Fee Units must be completed within three months of the date of approval of the Whitewash Resolution.

Independent Unitholders should note that by voting for the Whitewash Resolution, they are waiving their rights to receive a Mandatory General Offer from Elite UK Commercial Fund II and its Concert Parties at the highest price paid or agreed to be paid by Elite UK Commercial Fund II and its Concert Parties for Units in the six months preceding:

(i) the receipt by the Vendor (or the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units.

5.3. Rationale for the Whitewash Resolution

The Whitewash Resolution is to enable the Vendor to receive the Consideration Units as partial consideration for the Proposed Acquisition and the Manager to receive (in its own capacity) the Acquisition Fee Units. The rationale for enabling the Vendor, which is a wholly-owned subsidiary of Elite UK Commercial Fund II, to receive the Consideration Units is set out in paragraph 4.6 of the Letter to Unitholders.

6. RATIONALE FOR AND KEY BENEFITS OF THE PROPOSED ACQUISITION AND ISSUANCE OF CONSIDERATION UNITS

6.1. Rationale for and Key Benefits of the Proposed Acquisition

The Proposed Acquisition demonstrates the commitment of the Manager to execute its stated strategy for growth, by adding a portfolio of quality, predominantly UK Government-leased commercial assets to Elite Commercial REIT's portfolio.

The Manager believes that the Proposed Acquisition will bring the following key benefits to Unitholders:

1. Extends the REIT's exposure to UK sovereign credit, while diversifying occupier mix

   (i) In line with the Manager's strategy, the New Properties are 99% leased to the UK Government, with a WALE of 7.4 years

   (ii) The New Properties are 82% occupied by the DWP and 17% occupied by other UK Government occupiers, including the Ministry of Defence, National Records of Scotland, Environment Agency, HM Courts and Tribunals Service and National Resources Wales

2. Stable cashflows and Consumer Price Index ("**CPI**")-linked growth from uniquely counter-cyclical occupier

   (i) The New Properties provide stable cashflows and attractive yield amidst economic uncertainty – the UK Government continues to pay its rent to the REIT in full and on time

   (ii) Increased unemployment has increased the long-term need for DWP and Jobcentre Plus locations – the UK Government has committed £900m to double the number of work coaches employed in JobCentre Plus facilities to approximately 27,000

3. Increased exposure to London

   (i) 36% of the New Properties are located in London, bringing London's overall contribution to Elite Commercial REIT's portfolio to 14%

   (ii) London properties have higher potential for rental and capital growth, as well as redevelopment – London also has the largest and most liquid real estate investing and leasing market in the UK

   (iii) In addition to London, the portfolio also includes assets located in other major UK cities including Manchester, Edinburgh, Liverpool and Cardiff

4. Increases size, market cap free float and liquidity

   (i) 67% increase in portfolio valuation

   (ii) 57% increase in market capitalisation

5. DPU accretive, with attractive yields relative to Existing Portfolio

   (i) 3.2% DPU accretion

   (ii) Attractive rental yields relative to Existing Portfolio

6.2. Rationale for the Issuance of Consideration Units

The issuance of Consideration Units will align the interests of EPH with that of Elite Commercial REIT and its Unitholders, as the Vendor is held by a fund managed by a wholly-owned subsidiary of EPH (being EPC) and EPH is a "controlling shareholder" of the Manager as well as a sponsor of Elite Commercial REIT. This also demonstrates EPH's commitment to support Elite Commercial REIT's growth strategy

The issuance of Consideration Units will also result in Elite Commercial REIT raising less equity from the market in the Equity Fund Raising, resulting in more certainty of completion of the Proposed Acquisition. Furthermore, Elite UK Commercial Fund II (being the Vendor's nominee) will, following receipt of the Consideration Units, do a distribution in specie of such Consideration Units to its investors including PartnerRE. PartnerRE has provided an undertaking to the Manager to restrict its dealing in the Units held by it following the distribution in specie of the Consideration Units in the manner as described in paragraph 3.2 of the Letter to Unitholders.

As the part payment to Vendor in the form of Units will only be issued on the date of Completion, there will be no impact on the DPU for the period from the date of the Share Purchase Agreement to the date of issuance of the Consideration Units.

7. EVALUATION OF THE PROPOSED ACQUISITION, PROPOSED ISSUANCE OF CONSIDERATION UNITS AND PROPOSED WHITEWASH RESOLUTION

In reaching our recommendation in respect of the Proposed Acquisition, Proposed Issuance of Consideration Units and Proposed Whitewash Resolution, we have given due consideration to the following factors:

(a) the rationale for and key benefits of the Proposed Acquisition and the Proposed Issuance of Consideration Units;

(b) the rationale for the Proposed Whitewash Resolution;

(c) assumptions and valuation approaches by the Independent Valuers and the Purchase Consideration;

(d) valuation results and the Property Purchase Price of the Proposed Acquisition;

(e) comparison to publicly available market benchmarks;

(f) comparison to listed Peer Group;

(g) comparison to precedent transactions;

(h) comparison to existing property portfolio;

(i) pro forma financial effects of Proposed Acquisition;

(j) evaluation of the Property Management Agreements;

(k) evaluation of the proposed issuance of Consideration Units; and

(l) other relevant considerations which may have a significant bearing on our assessment

7.1. Rationale for and Key Benefits of the Proposed Acquisition and the Issuance of Consideration Units

The disclosures made in relation to the rationale for the Proposed Acquisition and the Issuance of New Units are set out in Paragraph 4 of the Letter to Unitholders. We recommend that the Independent Directors and the Non-Interested Director to advise the Unitholders to read this section of the Letter carefully.

7.2. Rationale for the Proposed Whitewash Resolution

The rationale of the Proposed Whitewash Resolution is set out in Paragraph 7 of the Letter to Unitholders. We recommend the Independent Directors and the Non-Interested Director to advise the Unitholders to read this section of the Letter carefully.

7.3. Assumptions and Valuation Approaches adopted by the Independent Valuers and the Purchase Consideration

The Manager has commissioned an independent property valuer, Colliers, and the Trustee has commissioned an independent property valuer, BNP Paribas to ascertain the current market value of the New Properties. The valuation summary is set out in Appendix A of the Circular. We recommend that the Independent Directors and the Non-Interested Director to advise the Unitholders to read this section of the Circular carefully.

7.3.1. Definitions

We set out below definition for key metrics that has been adopted by the Independent Valuers in relation to the Proposed Acquisition:

Definitions	
RICS Valuation – Global Standard 2020 (the "Red Book")	The Independent Valuers' reports have been prepared in accordance with the RICS Valuation – Global Standards 2020 which incorporate the International Valuation Standards (the "**Red Book**").
Market Value ("MV")	Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.
Gross Property Value ("GV")	GV represents the valuation/ price before cost of purchase (i.e. stamp duty and fees) are deducted.
Net Property Income ("NPI")	NPI is the Gross Rental Income less the property operating expense.
Net Initial Yield ("NIY")	NIY is equal to the NPI divided by the Gross Property Value.
Net Property Income Yield ("NPI Yield")	NPI yield is the passing Net Property Income Yield calculated based on NPI divided by Market Value.

Source: RICS Valuation – Global standards 2020, GVA UK

7.3.2. Valuation Approaches and Assumptions by the Independent Valuers

In respect of the independent valuations of the New Properties, both Independent Valuers have utilised the income capitalisation approach as the primary valuation method and the direct comparison approach as the secondary valuation method.

We set out below a brief summary of the valuation approaches adopted by the Independent Valuers in relation to the New Properties:

Valuers	BNP Paribas	Colliers
Valuation approach	• BNP Paribas' valuation approach is in accordance to the RCIS Valuation - Global Standards 2020 which incorporates the International Valuation Standards (the "Red Book") • BNP Paribas has adopted the income capitalisation approach as the primary method where valuation involves an analysis of comparable investment and rental transactions against the subject properties • BNP Paribas has also had regard to direct comparisons on a capital value per sq ft	• Colliers' valuation approach is in accordance to the RCIS Valuation - Global Standards 2020 which incorporates the International Valuation Standards (the "Red Book") • Colliers has adopted the income capitalisation approach as the primary method where valuation involves an analysis of comparable investment and rental transactions against the subject properties • Colliers has also used the output to check against capital values of comparable transactions
Key consideration for key metrics	• For market evidence of similar properties in the surrounding area, BNP Paribas relied upon a combination of own market knowledge, internal databases and third party data providers (such as Co-star) to determine site and access marketability, rental level achievability • BNPP took into account the size, location, building quality, tenant quality and lease term for each of the properties and have ascribed a NIY to reflect aforementioned conditions	• For market evidence of similar properties in the surrounding area, Colliers obtained inputs from local agents which were then individually assessed by qualified surveyors internally within Colliers, to determine site and access marketability, rental level achievability • Colliers took into account the size, location, building quality, tenant quality and lease term for each of the properties and have ascribed a NIY, EY and RY to reflect aforementioned conditions
Market Value adopted	£205,242,500	£212,540,000

Source: Valuation reports from BNP Paribas and Colliers

The approaches undertaken by the Independent Valuers are widely accepted methods in the United Kingdom, and appropriate for the purpose of valuing tenanted, income producing properties with medium to long term leases.

Details of the Valuation Summaries is set out in Appendix A of the Circular.

7.3.3. Purchase Consideration and Estimated Total Cost of the Proposed Acquisition

Details of Valuation and Purchase Consideration and Estimated Total Acquisition Outlay of the Proposed Acquisition are set out in Paragraph 2 of the Letter to Unitholders. We recommend that the Independent Directors and the Non-Interested Director advise the Unitholders to read this section of the Letter carefully.

Based on the above, we note that the Purchase Consideration was based on the Property Purchase Price which was negotiated on a willing-buyer and willing-seller basis taking into account the independent valuations described herein.

We further note that the Estimated Total Acquisition Outlay of the Proposed Acquisition take into consideration the following (1) Purchase Consideration; (2) Existing Shareholders Loan; (3) Existing Bank Loan; (4) Acquisition fee; and (5) Estimated professional and other fees incurred or to be incurred by Elite Commercial REIT in connection with the Proposed Acquisition.

7.4. Valuation results and the Property Purchase Price of the Proposed Acquisition

We have set out a summary of:

(a) the Market Value in respect to the independent valuations of the New Properties by both Independent Valuers, BNP Paribas and Colliers;

(b) the key assumptions used by the Independent Valuers;

(c) the Agreed New Properties Value for the New Properties; and

(d) the premium / (discount) between the Market Value of the New Properties and Agreed New Properties Value as below:

	BNP Paribas	**Colliers**
Key assumptions		
Capitalisation rate	4.76%; 8.44%	6.75%; 9.00%
Portfolio premium	c.7.00%	8.6%
Rent per annum (gross)	£14,092,185	£14,092,185
Market rent (gross)	£13,838,452	£13,555,500
Market Value analysis		
NIY	6.70%	6.49%
Market Value adopted	**£205,242,500**	**£212,540,000**
Premium/ (Discount) of Agreed New Properties Value to Market Value	**3.56%**	–

Source: Valuation reports from BNP Paribas and Colliers

We noted that the Agreed New Properties Value is the Market Value adopted by Colliers and is:

(a) 3.56% premium to BNP Paribas' Market Value adopted; and

(b) within the range of the Market Values adopted by the Independent Valuers.

7.5. Comparison to publicly available market benchmarks

For the purpose of assessing the NPI Yield of the Proposed Acquisition, we have taken reference to publicly available estimates of market Prime Yields and Initial Yields in which the New Properties operate (the "**Public Benchmark**").

We have had discussions with the Management about the suitability and reasonableness of the Public Benchmark acting as a basis for comparison with the New Properties. Relevant information has been extracted from publicly available research reports. We make no representations or warranties, expressed or implied, as to the accuracy or completeness of such information. The underlying assumptions of the Public Benchmark with respect to the values which Prime Yields and Initial Yields were derived may differ from that of the New Properties.

We set out below the definition of the metrics that has been used to compare Public Benchmark against the NPI Yield of the Proposed Acquisition:

Definitions	
Market Benchmark	• Prime Yield represents the best "rack-rented" yield estimated to be achievable for a notional property of the highest quality and specification in the best location in a market, as at the survey date • Initial Yield represents the yield achievable after tenant incentives up until lease expiry/first break clause are accounted for. The net effective rent is expressed as a percentage of the purchase price

Comparison with Market Benchmark			
Region	**Market Prime Yields**	**Market Initial Yields**	**Implied NPI Yield of Proposed Acquisition**
London	3.50% to 4.00%	3.75% to 4.00%	4.25%
Rest of the United Kingdom	4.75% to 5.75%	4.50% to 6.25%	7.92%

Source: JLL, Colliers

Based on the table above, we note that the implied NPI Yield of the Proposed Acquisition is above Market Prime Yields and Market Initial Yields of its respective regions.

7.6. Comparison to listed Peer Group

For the purposes of assessing the NPI Yield of the Proposed Acquisition, we have taken reference to listed REITs whose principal business are broadly comparable to the New Properties (the "**Peer Group**").

We have had discussions with the Management about the suitability and reasonableness of the Peer Group acting as a basis for comparison with the New Properties. Relevant information has been extracted from respective company announcements. We make no representations or warranties, expressed or implied, as to the accuracy or completeness of such information. The Peer Group's accounting policies with respect to the values for which the assets or revenue and costs are recorded may differ from that of the New Properties.

We wish to highlight that the Peer Group may not be exhaustive and they may differ from the New Properties in terms of, *inter alia*, Property Value, size, clientele, tenant composition, asset base, geographical spread, track record, operating and financial leverage, risk profile, liquidity, accounting policies, tax regimes, future prospects and other relevant criteria respectively.

As such, any comparison made is necessarily limited and merely serves as an illustrative guide.

As the New Properties are commercial assets in the United Kingdom, we have considered listed REITs/property investment companies with similar business profiles.

In our analysis, we have compared the NPI Yield of Peer Group against the NPI Yield of the Proposed Acquisition as set out in the table below:

Listed comparable REITs & property investment companies					
Peer Group	**Business Description**	**Sector**	**Portfolio size[(1)], £m**	**NPI, £m**	**NPI Yield**
London focused					
Derwent London Plc	London-focused REIT with interest in commercial real estate portfolio. Manages a total portfolio of 82 buildings worth £5.5 billion.	Commercial	5,405.2	176.1	3.26%
Great Portland Estates Plc	A FTSE 250 property investment and development company owning £2.6 billion of real estate in central London. Operates in a highly cyclical market with a focus on London commercial real estate.	Largely commercial	1,971.2	69.5	3.53%
Mean					**3.39%**
Median					**3.39%**
Implied NPI Yield of New Properties in London region					**4.25%**
Diversified					
Workspace Group Plc	A UK REIT based in London that owns and manages 4 million sq. ft. of business space. Focus on letting office, industrial and workshop space to SMEs.	Largely commercial	2,347.0	98.4.0	4.19%
BMO Commercial Property Trust	The trust focuses on investing mainly in prime UK diversified commercial properties.	Diversified	1,342.6	60.5	4.51%
RDI REIT Plc	An established UK REIT invested in a diversified portfolio across the United Kingdom and Germany. Typically invests in assets with strong property fundamentals, underpinned by strong occupier demand in locations and/or sectors undergoing positive structural change.	Diversified	1,138.5	62.3	5.47%
Regional REIT	REIT focused predominantly on offices and industrial units located in the regional centres outside of the M25 motorway. Has a portfolio of 160 properties with a valuation of £788 million.	Largely commercial	742.3	53.1	7.15%
McKay Securities Plc	A commercial property investment company specialising in the development and refurbishment of good quality office and industrial buildings within established and proven markets of central London and South East England. Manages a total portfolio of 33 properties in strong and established areas worth £510 million	Largely commercial	439.0	22.0	5.01%

Listed comparable REITs & property investment companies					
Peer Group	**Business Description**	**Sector**	**Portfolio size(1), £m**	**NPI, £m**	**NPI Yield**
Standard Life Investments	A leading asset manager with an expanding global reach. Focuses mainly on investing in a diversified portfolio of UK commercial properties.	Diversified	447.3	24.9	5.57%
Mean					**5.32%**
Median					**5.24%**
Implied NPI Yield of New Properties in the rest of the United Kingdom					**7.92%**

Source: Capital IQ, Company Annual Reports
Notes:
(1) We have excluded land and properties under construction in the portfolio valuation where practicable

Based on the table above, we note the following with regards to the New Properties:

(a) the implied NPI Yield of New Properties in London region is above the mean and median of its peers; and

(b) the implied NPI Yield of New Properties in the rest of the United Kingdom is above the mean and median of its peers.

Accordingly, the implied NPI Yield of the Proposed Acquisition is above the mean and median of the Peer Group.

7.7. Comparison to precedent transactions

For the purposes of assessing the NPI Yield of the Proposed Acquisition, we have taken reference to selected precedent transactions involving commercial properties within the UK whose principal business are broadly comparable to the New Properties (the “**Precedent Transactions**”).

We wish to highlight that the Precedent Transactions may not be exhaustive and is limited in its utility to the extent that the property differs from the Target Property in aspects such as location, accessibility, title, lettable area, composition of tenants, proximity to major venues and/ or attraction, outstanding lease tenure, market risks, track record and other relevant factors. In addition, the valuations of the selected properties were undertaken at different points in time under different market and economic conditions. Accordingly, any comparison made serves as an illustrative guide only.

In our analysis, we have compared the NIY of Precedent Transactions against the NPI Yield of the Proposed Acquisition as set out in the table below:

Key office investment transactions					
Date	**Property**	**Town**	**Region**	**Sale Price, £m**	**NIY**
London region					
Mar-20	Watermark Place	London	London	252.0	4.25%
Feb-20	Sanctuary Buildings	London	London	300.0	2.75%
Dec-19	Post Building, 100 Museum Street	London	London	608.0	3.95%
Nov-19	London Wall Place	London	London	354.0	4.20%
Mean					**3.79%**
Median					**4.08%**
Implied NPI Yield of New Properties in London region					**4.25%**
Rest of the United Kingdom					
Oct-19	The Heights, Wellington Way	Weybridge	South East	136.0	7.06%
Oct-19	300 Capability Green	Luton	East	64.7	6.00%
Jun-19	Priory Ct. & Lewis Bldg.	Birmingham	West Midlands	139.0	6.43%
Jun-19	Leonardo Innovation Hub	Edinburgh	Scotland	100.0	5.64%
May-19	4-8 St Andrew Square	Edinburgh	Scotland	120.0	4.45%
Oct-18	Thames Valley Park	Reading	South East	100.0	6.60%
Mar-18	Aberdeen Intl Bus Park	Aberdeen	Scotland	112.5	6.92%
Dec-17	3 Hardman Square	Manchester	North West	107.3	4.90%
Mean					**6.00%**
Median					**6.22%**
Implied NPI Yield of New Properties in the rest of the United Kingdom					**7.92%**

Source: Avison Young, Knight Frank, JLL

Based on the table above, we note the following with regards to the New Properties:

(a) the implied NPI Yield of New Properties in London region is above the mean and median of the selected precedent transactions in that area; and

(b) the implied NPI Yield of New Properties in the rest of the United Kingdom is above the mean and median of the selected precedent transactions in that area.

Accordingly, the implied NPI Yield of the Proposed Acquisition is above the mean and median of the Precedent Transactions.

7.8. Comparison to existing property portfolio

For the purposes of assessing the NPI Yield of the Proposed Acquisition, we have taken reference to the NPI Yield of the existing portfolio as below:

Comparison with existing property portfolio regions		
Region	**Existing portfolio, # of properties**	**Proposed Acquisition, # of properties**
London	-	9
South East	16	3
Midlands	9	8
Eastern	-	2
North East	9	3
North West	16	9
Scotland	20	7
South West	9	3
Wales	14	6
Yorkshire	4	8
Total	**97**	**58**

Comparison with existing property portfolio NPI Yield		
	Existing portfolio, # of properties	**Proposed Acquisition, # of properties**
Valuation, £m	319	213
Net Property Income, £m	22.6	14.0
NPI Yield	**7.1%**	**6.6%**

Source: Company filings

Based on the table above, we note that the implied NPI yield of the Proposed Acquisition is 6.6%.

We have had discussions with management and note that this is due to diversification of the portfolio into London region, where the NPI yield is generally lower due to its superior location. As such this reflects a longer term certain as the quality of the location is considered slightly more favourable across the properties. Accordingly, this mitigates concentration risks which improves stability of cash flow going forward.

7.9. Pro Forma financial effects of the Proposed Acquisition

The pro forma financial effects of the Proposed Acquisition are set out in Paragraph 5 of the Letter to Unitholders.

On the basis presented and using the assumptions made as set out in Paragraph 5.1 of the Letter to Unitholders, we note the pro forma financial effects of the Proposed Acquisition:

Scenario A assumes that the Consideration Units and the New Units issued pursuant to the Equity Fund Raising are issued at an Illustrative Price of GBP 0.68:

- DPU accretive. DPU will increase from 7.2% to 7.5%;
- NAV remains unchanged at 0.61; and
- Gearing ratio increases from 32.6% to 37.7%.

Scenario B assumes that the Consideration Units and the New Units issued pursuant to the Equity Fund Raising are issued at an Illustrative Price of GBP 0.68, and interest of 2.5% and 7.0% per annum is incurred on the External Bank Loan and Vendor's Loan, respectively:

- DPU accretive. DPU will increase from 7.2% to 7.8%;
- NAV remains unchanged at 0.61; and
- Gearing ratio increases from 32.6% to 43.3%.

7.10. Evaluation of the Property Management Agreements

As detailed in Paragraph 2.9 of the Letter to Unitholders, the Manager and the Property Manager shall enter into individual property management agreements in accordance with the terms of the Property Management Agreements.

For the purpose of evaluation of the Property Management Agreements, we identified REITs listed on SGX and London Stock Exchange ("**LSE**", together, "**Comparable Commercial REITs**") with publicly available information on property management agreements. Fees of Comparable Commercial REITs are to serve as an illustrative guide and must be caveated by the knowledge that the Comparable Commercial REITs differ from Elite Commercial REIT in many aspects, such as size, yield, portfolio composition, growth strategies, gearing, future prospects and other relevant factors.

In our analysis, we have compared the key terms of the Property Management Agreements as set out in the table below:

Comparable Commercial REITs	Stock Exchange	Property Management Fees	Lease Management Fees	Marketing Services Commission	Project Management Service Fees
Cromwell REIT	SGX	0.67% per annum of relevant Property	1.0% to 5.0% of Net Rent Receivable	Up to 1.0% of gross acquisition price of the relevant Property	5.0% of the Construction Costs
Frasers Logistics and Commercial Trust	SGX	Up to 2.0% per annum of gross revenue income of each Property	Up to 1.0% per annum of gross revenue income of each Property	Up to 3.0 month's gross revenue income of the each Property	Up to 3.0% of the Construction Costs
Regional REIT	LSE	4% per annum of gross rental yield of Portfolio Property	N/A	N/A	N/A
Existing Portfolio		£235,600 per annum (c.1% of gross revenue)	1% per annum of gross revenue income of each Property	0.5 to 1.0 month's gross revenue income of the each Property	Up to 5.0% of the Construction Costs
New Properties		2% per annum of gross revenue income of New Property	1% per annum of gross revenue income of New Property	0.5 to 2.0 months' gross revenue income of the New Property	1.5% to 3.0% of the Construction Costs

Source: Company filings

Based on the table above, we note the following with regards to the New Properties:

(a) the fee structure under the Property Management Agreements is in line with the fee structure of Comparable Commercial REITs; and

(b) the fee structure under the Property Management Agreements is in line with the fee structure of the Existing Portfolio.

7.11. Evaluation of the Proposed Issuance of Consideration Units

We set out below, for illustrative purposes only, examples of placements undertaken by SGX-ST listed REITs to interested persons ("**Precedent Placements**"). The information in the table below is for illustration purposes only. The precedent placements might differ from the proposed issuance of the Consideration Units in terms of proceeds size, investor base, market risks, future prospects, operating history and other factors. There are no placements under the precedent placement that may be considered identical to the proposed issuance of the Consideration Units in terms of the abovementioned factors.

For the above reasons, while the Precedent Placements taken as a whole may provide a broad and indicative benchmark for assessing the proposed issuance of the Consideration Units, care has to be taken in the selection and use of any individual data point for the same purpose.

Precedent Placements	Announcement date	Total proceeds raised, S$m	Issue Price, S$	Premium/ (Discount) to VWAP for trades, %
Capitaland Retail China Trust	18-Nov-20	300.0	1.2880	(6.6)
Ascendas REIT	11-Nov-20	1,200.0	3.0260	(5.7)
ARA Logos Logistics Trust	03-Nov-20	50.0	0.5525	(7.2)
Mapletree Logistics Trust	21-Oct-20	500.0	2.0270	(2.5)
Frasers Centrepoint Trust	29-Sep-20	575.0	2.3500	(6.6)
Dasin Retail Trust	07-Jul-20	94.0	0.7800	(6.0)
Mapletree Industrial Trust	02-Jul-20	410.0	2.8000	(2.6)
Mapletree North Asia Commercial Trust	28-Feb-20	144.8	1.1703	10-day VWAP at no discount
Mapletree Commercial Trust Management Ltd	25-Oct-19	458.0	2.2800	(2.9)
Mapletree Logistics Trust	23-Oct-19	250.0	1.6170	(3.1)
Keppel Pacific Oak US REIT	17-Oct-19	75.6	0.7250	(4.8)
Capitaland Retail China Trust	02-Aug-19	154.3	1.5500	(6.6)
Capitaland Commercial Trust	18-Jul-19	220.0	2.0950	(3.7)
Frasers Centrepoint Trust	17-May-19	369.6	2.3820	(2.3)
Keppel Infrastructure Trust	15-Mar-19	300.0	0.4410	(9.8)
Capitaland Mall Trust	25-Oct-18	277.6	2.0700	(3.8)
Ascendas REIT	07-Sep-18	452.1	2.5400	(6.1)
Capitaland Commercial Trust	18-May-18	217.9	1.6760	(3.2)
Frasers Logistics and Industrial Trust	10-May-18	476.0	0.9870	(5.4)
Frasers Commercial Trust	24-Jan-18	100.0	1.4800	(3.4)
Mean				**(4.8)**
Median				**(4.8)**
Issue price of Consideration Units is based on a 10-day VWAP at no discount				

Source: SGX, company announcements

We note that the issue price is at no discount and is based on the volume weighted average price for a Unit for all trades on the SGX-ST for the period of 10 business days immediately preceding the date of the issuance of the Consideration Units.

Based on the table above, we further note that issue prices of Precedent Placements undertaken by REITs listed on SGX-ST were generally:

(a) at a discount of no more than 10% to the respective referenced volume weighted average price; and

(b) issue price of Consideration Units is at no discount and is generally above the premia observed for Precedent Placements.

7.12. Other relevant considerations which may have a significant bearing on our assessment

7.12.1.Principal terms of the Share Purchase Agreement

As highlighted in Paragraph 2.8 of the Letter to Unitholders, the Completion of the Proposed Acquisition is subject to certain conditions which are customary given the nature of the transaction.

7.12.2. Consequential Adjustment to Distribution Period and Status of New Units

As highlighted in Paragraph 2.7 of the Letter to Unitholders, the Manager may decide to make adjustments to the distribution period which may include, among others, a cumulative distribution, an advanced distribution or such other plans to ensure fairness to existing Unitholders holding Units on the day immediately prior to the date on which the New Units are issued pursuant to the Equity Fund Raising.

7.12.3. Method of Financing – Vendor's Loan

As highlighted in Paragraph 2.5 of the Letter to Unitholders, the Elite Buyer has the option to request the Vendor to provide a Vendor's Loan of £10 million at an interest rate of 7% per annum, with the full sum of the Vendor's Loan repayable by the date ending 12 months after the date of Completion. If the Vendor's Loan is drawn down, it shall be used to pay the Purchase Consideration at Completion.

Based on discussions with management, we note that this arrangement was set in place to ensure certainty to the Proposed Acquisition. In the event that the market conditions are not conducive to carry out the Equity Fund Raising or the Equity Fund Raising cannot be effected on acceptable terms, the Manager may still proceed with the Proposed Acquisition through the issuance of Consideration Units and drawing down on the Vendor's Loan and external bank borrowings.

7.12.4. Waiver from Rule 14 of the Code from SIC

We note that the SIC granted the Whitewash Waiver on 27 November 2020, subject to, inter alia, the satisfaction of the conditions as set out in Paragraph 7.2 of the Letter to Unitholders.

8. OUR OPINION

In arriving at our opinion, we have taken into account the following factors which we consider to have a significant bearing on our assessment:

(a) the rationale for and key benefits of the Proposed Acquisition and the Issuance of Consideration Units;

(b) the rationale for the Proposed Whitewash Resolution;

(c) the approaches undertaken by the Independent Valuers are widely accepted methods in the United Kingdom, and appropriate for the purpose of valuing tenanted, income producing properties with medium to long term leases;

(d) the Estimated Total Acquisition Outlay of the Proposed Acquisition take into consideration the following (1) Purchase Consideration; (2) Existing Shareholders Loan; (3) Existing Bank Loan; (4) Acquisition fee; and (5) Estimated professional and other fees incurred or to be incurred by Elite Commercial REIT in connection with the Proposed Acquisition;

(e) the Agreed New Properties Value is the Market Value adopted by Colliers and is also within the range of the Market Values adopted by the Independent Valuers;

(f) the implied NPI Yield of the Proposed Acquisition is above Market Prime Yields and Market Initial Yields of publicly available benchmarks;

(g) the implied NPI Yield of the Proposed Acquisition is above the mean and median of the Peer Group;

(h) the implied NPI Yield of the Proposed Acquisition is above the mean and median of the Precedent Transactions;

(i) the Proposed Acquisition will result in a decrease in the NPI Yield of the portfolio;

(j) on a pro forma basis, the Proposed Acquisition will increase DPU and Gearing ratio, with no change to the NAV;

(k) the fee structure of the Property Management Agreements are comparable to the fee structure of Comparable Commercial REITs as well as in line to the fee structure of the Existing Portfolio;

(l) the issue price, at no discount, is based on the volume weighted average price for a Unit for all trades on the SGX-ST for the period of 10 business days immediately preceding the date of the issuance of the Consideration Units;

(m) the issue price prices of past placements undertaken by REITs listed on SGX-ST were generally at a discount of no more than 10% to trades done on SGX-ST and at a reference to market VWAP;

(n) evaluation of Principal terms of Share Purchase Agreement;

(o) the Consequential Adjustment to Distribution Period and Status of New Units;

(p) an option to request for Vendor's Loan as a method of financing; and

(q) waiver from Rule 14 of the Code from SIC.

Having considered the above and subject to the assumptions and qualifications set out herein and taking into account the prevailing conditions as at Latest Practicable Date, we are of the opinion that the:

- **Proposed Acquisition (including the Vendor's Loan when considered in the context of the Proposed Acquisition) is on normal commercial terms and is not prejudicial to the interests of Elite Commercial REIT and its minority Unitholders;**

- **Proposed issuance of Consideration Units (being the subject of the proposed Whitewash Resolution) is fair and reasonable; and**
- **the Whitewash Resolution (when considered in the context of the proposed issuance of Consideration Units) is fair and reasonable.**

Accordingly, we advise that the Independent Directors and the Non-Interested Director may recommend that the Unitholders vote in favour of the Proposed Acquisition, the Proposed Issuance of Consideration Units and the Proposed Whitewash Resolution.

Our opinion is addressed to the Independent Directors, the Non-Interested Director, the ARC and the Trustee for their benefit in connection with and for the purpose of their consideration of the Proposed Acquisition, the Proposed Issuance of Consideration Units and the Proposed Whitewash Resolution, as well as in compliance with Rule 921(4)(a) of the Listing Manual. Any recommendation made by the Independent Directors, the Non-Interested Director and the ARC in respect of the Proposed Acquisition, the Proposed Issuance of Consideration Units and the Proposed Whitewash Resolution shall remain their responsibility.

Our opinion is governed by the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully

Deloitte & Touche Corporate Finance Pte Ltd

Koh Soon Bee

Executive Director

ELITE COMMERCIAL REIT

(a real estate investment trust constituted on 7 June 2018
under the laws of the Republic of Singapore)

(Managed by Elite Commercial REIT Management Pte. Ltd.)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the unitholders of Elite Commercial REIT ("**Unitholders**") will be convened and held by way of electronic means on Monday, 25 January 2021 at 4.00 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED ACQUISITION OF 58 PROPERTIES LOCATED ACROSS THE UNITED KINGDOM, AS AN INTERESTED PERSON TRANSACTION

RESOLVED that, subject to and contingent upon the passing of Ordinary Resolution 2, Resolution 3 and Resolution 4:

(i) approval be and is hereby given for the proposed acquisition of 100.0% of the shares in Elite Amphora Limited and Elite Cask Limited (the "**Proposed Acquisition**"), for a purchase consideration of £58.5 million, on the terms and conditions set out in the share purchase agreement dated 17 October 2020 (the "**Share Purchase Agreement**") (as described in the circular dated 28 December 2020 (the "**Circular**"));

(ii) the entry into of the Share Purchase Agreement be and is hereby approved and ratified;

(iii) approval be and is hereby given for Elite Real Estate Services UK Limited to manage the New Properties following the completion of the Proposed Acquisition pursuant to and in accordance with the terms of the property management agreements;

(iv) approval be and is hereby given for the Vendor's Loan;

(v) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition; and

(vi) Elite Commercial REIT Management Pte. Ltd. (as manager of Elite Commercial REIT) (the "**Manager**"), any director of the Manager ("**Director**"), and Perpetual (Asia) Limited (as trustee of Elite Commercial REIT) (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 interests of Elite Commercial REIT to give effect to the Proposed Acquisition and all transactions in connection therewith.

ORDINARY RESOLUTION 2

THE PROPOSED ISSUE OF CONSIDERATION UNITS

RESOLVED that, subject to and contingent upon the passing of Ordinary Resolution 1, Resolution 3 and Resolution 4:

(i) approval be and is hereby given for the issue, in the manner described in the Circular, such number of Consideration Units (as defined in the Circular) to the Vendor Nominee (as defined in the Circular) (which would be a fund managed by Elite Partners Capital Pte. Ltd., a wholly-owned subsidiary of Elite Partners Holdings Pte. Ltd.) in relation to the Proposed Acquisition; and

(ii) the Manager, any 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 interests of Elite Commercial REIT to give effect to the issue of Consideration Units and all transactions in connection therewith.

ORDINARY RESOLUTION 3

THE PROPOSED TRANSFER OF A CONTROLLING INTEREST TO ELITE UK COMMERCIAL FUND II AS A RESULT OF THE ISSUE OF CONSIDERATION UNITS

RESOLVED that, subject to and contingent upon the passing of Ordinary Resolution 1, Resolution 2 and Resolution 4:

(i) approval be and is hereby given for the allotment and issue by the Manager of the Consideration Units to Elite UK Commercial Fund II in in the manner described in the Circular; and

(ii) the Manager, any director of the Manager, and the Trustee be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of Elite Commercial REIT to give effect to the above.

ORDINARY RESOLUTION 4

THE PROPOSED WHITEWASH RESOLUTION

That subject to the conditions in the letter from the Securities Industry Council dated 27 November 2020 being fulfilled, unitholders of Elite Commercial REIT ("**Unitholders**"), other than Elite UK Commercial Fund II, its Concert Parties and parties which are not independent of Elite UK Commercial Fund II, hereby (on a poll taken) waive their rights to receive a mandatory general offer from Elite UK Commercial Fund II and its Concert Parties for all the remaining issued units in Elite Commercial REIT ("**Units**") not owned or controlled by Elite UK Commercial Fund II and its Concert Parties, in the event that they incur a mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers as a result of:

(i) the receipt by Elite UK Commercial Fund II (as the Vendor Nominee) of the Consideration Units as partial consideration for the Proposed Acquisition; and

(ii) the receipt by the Manager in its own capacity of the Acquisition Fee Units.

ORDINARY RESOLUTION 5

THE PROPOSED GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES

RESOLVED that:

(i) approval be and is hereby given for authority to be given to the Manager for the issue of New Units and/or convertible securities or other instruments (including but not limited to warrants) which may be convertible into Units ("**Convertible Securities**") (the "**General Mandate**") in the manner described in the Circular; and

(ii) the Manager, any 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 interests of Elite Commercial REIT to give effect to the General Mandate and all transactions in connection therewith.

Unitholders should note that Resolutions 1, 2 and 3 are inter-conditional. Unitholders should also note that Resolutions 1, 2 and 3 are each conditional upon Resolution 4 relating to the proposed Whitewash Resolution. In the event that any of Resolutions 1, 2, 3 and 4 is not passed, the Manager will not proceed with the Proposed Acquisition. Unitholders should also note that in the event that the Equity Fund Raising (as defined in the Circular) to finance the Proposed Acquisition is not completed by the time of the EGM, Resolution 5 would be withdrawn and not tabled at the EGM.

BY ORDER OF THE BOARD
Elite Commercial REIT Management Pte. Ltd.
(as manager of Elite Commercial REIT)
(Company Registration Number: 201925309R)

Shaldine Wang
Chief Executive Officer

28 December 2020

Notes:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular and this Notice of EGM will **not** be sent to Unitholders. Instead, the Circular and this Notice of EGM will be sent to Unitholders by electronic means via publication on Elite Commercial REIT's website at the URL https://investor.elitecreit.com/agm_egm.html and will also be made available on the SGX-ST's website at the URL https://www.sgx.com/securities/company-announcements. We sincerely hope that you will join our efforts to reduce costs and increase operational efficiency by embracing electronic communications. However, if you still wish to receive a printed copy of the Circular, please email Boardroom Corporate & Advisory Services Pte. Ltd. at EliteEGM2021@boardroomlimited.com and provide your full name and address. To receive a printed copy of the Circular before the EGM, please send in your request before 8 January 2021.

2. **Due to the current COVID-19 situation in Singapore, a Unitholder will not be able to attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of

substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below. Any reference to a time of day is made by reference to Singapore time.

3. Unitholders will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Unitholders must pre-register at Elite Commercial REIT's pre-registration website at the URL https://investor.elitecreit.com/agm_egm.html from now till 22 January 2021, 4.00 p.m., to enable the Manager to verify their status as Unitholders.

   Following the verification, authenticated Unitholders will receive an email, which will contain unique user ID and password details as well as instructions on how to access the live audio-visual webcast or live audio-only stream of the EGM proceedings, by 24 January 2021, 4.00 p.m.. Unitholders who do not receive an email by 24 January 2021, 4.00 p.m. but have registered by the 22 January 2021 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6536-5355 (during office hours) or email EliteEGM2021@boardroomlimited.com.

4. Unitholders may also submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 22 January 2021, 4.00 p.m.:

   (a) if submitted electronically, be submitted via Elite Commercial REIT's pre-registration website at the URL https://investor.elitecreit.com/agm_egm.html

   (b) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. Unitholders who submit questions via email or by post to the 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 Elite Commercial REIT (e.g., via CDP or SRS).

   The Manager will endeavour to address all substantial and relevant questions submitted in advance of the EGM prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions which the Manager is unable to address during the EGM, on Elite Commercial REIT's website and on SGXNET prior to the EGM. The Manager will publish the minutes of the EGM on Elite Commercial REIT's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

   Unitholders will not be able to ask questions at the EGM live during the webcast or audio-stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the EGM.

5. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. The Proxy Form is available on Elite Commercial REIT's website and on the SGX-ST's website at the URLs https://investor.elitecreit.com/agm_egm.html and https://www.sgx.com/securities/company-announcements, respectively. Printed copies of the Proxy Form will also be sent to Unitholders.

   In appointing the Chairman of the EGM 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, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted to the Manager c/o the Unit Registrar Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

   (a) if submitted by post, be lodged at the office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

   (b) if submitted electronically, be submitted via email to the Unit Registrar at EliteEGM2021@boardroomlimited.com

   in either case, by 22 January 2021, 4.00 p.m., being 72 hours before the time fixed for the EGM.

   A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

7. Persons who hold Units through relevant intermediaries (as defined below), and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

   In addition, SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes by 13 January 2021, 4.00 p.m., being 7 working days before the date of the EGM.

   "**relevant intermediary**" means:

   (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity; or

   (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds Units in that capacity.

   A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for EGM in order for the Depositor to be entitled to attend and vote at the EGM.

8. The Chairman of the EGM, as proxy, need not be a Unitholder of Elite Commercial REIT.

9. Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check Elite Commercial REIT's website at the URL https://elitecreit.listedcompany.com/newsroom.html for the latest updates on the status of the EGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the EGM to attend, speak and vote at the EGM and/or any adjournment thereof, 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 the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

ELITE COMMERCIAL REIT
(Constituted in the Republic of Singapore pursuant to a trust deed dated 7 June 2018)

PROXY FORM
EXTRAORDINARY GENERAL MEETING

NOTE: This Proxy Form may be accessed at Elite Commercial REIT's website at the URL https://investor.elitecreit.com/agm_egm.html and will be made available on the SGX-ST's website at the URL https://www.sgx.com/securities/company-announcements. Printed copies of this Proxy Form will also be sent to unitholders.

Personal Data Privacy
By submitting an instrument appointing the Chairman of the EGM as proxy, the unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 28 December 2020.

IMPORTANT:

1. The EGM (as defined below) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM dated 28 December 2020 will not be sent to unitholders. Instead, the Notice of EGM will be sent to unitholders by electronic means via publication on Elite Commercial REIT's website at the URL https://investor.elitecreit.com/agm_egm.html, and will also be made available on Singapore Exchange Securities Trading Limited's (the "**SGX-ST**") website at the URL https://www.sgx.com/securities/company-announcements.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM.
3. **Due to the current COVID-19 situation in Singapore, a unitholder will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.**
4. If an SRS investor wishes to appoint the Chairman of the EGM as proxy, he/she should approach his/her respective SRS Operators to submit his/her votes by 13 January 2021, 4.00 p.m., being 7 working days before the date of the EGM.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

*I/We ______________________________ (Name)

______________________ (NRIC/Passport Number) of) ______________________

______________________________ (Address)

being a unitholder/unitholders of Elite Commercial REIT, hereby appoint the Chairman of the Extraordinary General Meeting ("**EGM**") as *my/our proxy to attend, speak and vote for *me/us on *my/our behalf at the EGM of Elite Commercial REIT to be convened and held by way of electronic means on Monday, 25 January 2021 at 4.00 p.m. (Singapore Time) and at any adjournment thereof. *I/We direct the Chairman of the EGM as *my/our proxy to vote for or against, or to abstain from voting on, the resolutions to be proposed at the EGM as indicated hereunder.

No.	Ordinary Resolution	For**	Against**	Abstain**
1	To approve the Proposed Acquisition, as an interested person transaction			
2	To approve the issue of Consideration Units			
3	To approve the proposed transfer of a controlling interest to Elite UK Commercial Fund II as a result of the issue of Consideration Units			
4	To approve the proposed Whitewash Resolution			
5	To approve the General Mandate for the issue of New Units and/or Convertible Securities			

* Delete where inapplicable

** If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If in the absence of specified directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

Dated this ________ day of ______________ 2020/2021

____
Signature(s) of Unitholder(s)/Common Seal of Corporate Unitholder

Total number of Units held

IMPORTANT: PLEASE READ NOTES TO PROXY FORM ON REVERSE PAGE

Glue all sides firmly. Stapling and spot sealing are disallowed.

Glue all sides firmly. Stapling and spot sealing are disallowed.

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ELITE COMMERCIAL REIT

Postage will be paid by addressee. For posting in Singapore only.

BUSINESS REPLY SERVICE
PERMIT NO. 09568

ELITE COMMERCIAL REIT MANAGEMENT PTE. LTD.
(as manager of Elite Commercial REIT)
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

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IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes to Proxy Form

1. **Unitholders should note that Resolutions 1, 2 and 3 are inter-conditional. Unitholders should also note that Resolutions 1, 2 and 3 are each conditional upon Resolution 4 relating to the proposed Whitewash Resolution. In the event that any of Resolutions 1, 2, 3 and 4 is not passed, the Manager will not proceed with the Proposed Acquisition. Unitholders should also note that in the event that the Equity Fund Raising (as defined in the circular to Unitholders dated 28 December 2020) to finance the Proposed Acquisition is not completed by the time of the EGM, Resolution 5 would be withdrawn and not tabled at the EGM.**
2. **Due to the current COVID-19 situation in Singapore, a unitholder will not be able to attend the EGM in person.** If a unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. This Proxy Form may be accessed at Elite Commercial REIT's website at the URL https://investor.elitecreit.com/agm_egm.html, and will also be made available on the SGX-ST's website at the URL https://www.sgx.com/securities/company-announcements. In appointing the Chairman of the EGM as proxy, a unitholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
3. SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes by 13 January 2021, 4.00 p.m., being 7 working days before the date of the EGM.
4. The Chairman of the EGM, as proxy, need not be a unitholder of Elite Commercial REIT.
5. A unitholder should insert the total number of units held. If the unitholder has units entered against the unitholder's name in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**"), the unitholder should insert that number of units. If the unitholder has units registered in the unitholder's name in the Register of Unitholders of Elite Commercial REIT, the unitholder should insert that number of units. If the unitholder has units entered against the unitholder's name in the said Depository Register and registered in the unitholder's name in the Register of Unitholders of Elite Commercial REIT, the unitholder 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.
6. The Proxy Form must be submitted to the Manager c/o the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

   (a) if submitted by post, be lodged at the office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or

   (b) if submitted electronically, be submitted via email to the Unit Registrar at EliteEGM2021@boardroomlimited.com,

   in either case, by 22 January 2021, 4.00 p.m., being 72 hours before the time fixed for the EGM.

   A Unitholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

   In view of the current COVID-19 situation in Singapore, unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.

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7. 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.
8. Any reference to a time of the day is made by reference to Singapore time.

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 72 hours before the time appointed for holding the EGM, as certified by CDP to the Manager.