

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular to holders of units in ESR-REIT (the “**Units**” and the holders of Units, “**Unitholders**”) dated 1 April 2025 (“**Circular**”). If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Approval in-principle has been obtained from the SGX-ST for the listing and quotation of the Consolidated Units (as defined herein) in ESR-REIT on the Main Board of the SGX-ST. The SGX-ST’s approval in-principle is not to be taken as an indication of the merits of ESR-REIT and/or its subsidiaries, the Consolidated Units and/or the Proposed Unit Consolidation (as defined herein).

If you have sold or transferred all your units in ESR-REIT, you should immediately inform the purchaser or the 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 that this Circular together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form may be accessed at ESR-REIT’s website at <https://esr-reit.listedcompany.com/meetings.html> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.



ESR-REIT

(Constituted in the Republic of Singapore pursuant
to a trust deed dated 31 March 2006 (as amended))

Managed By

ESR-REIT MANAGEMENT (S) LIMITED

(Company Registration No. 200512804G)

CIRCULAR TO UNITHOLDERS

IN RELATION TO

THE PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING UNITS IN ESR-REIT HELD BY UNITHOLDERS AS AT THE RECORD DATE (AS DEFINED HEREIN) (THE “EXISTING UNITS”) INTO ONE (1) UNIT IN ESR-REIT (THE “CONSOLIDATED UNITS”), FRACTIONAL ENTITLEMENT TO BE ROUNDED UP (THE “PROPOSED UNIT CONSOLIDATION”)

IMPORTANT DATES AND TIMES FOR UNITHOLDERS

Submission of questions in advance of the EGM	:	11 April 2025 (Friday) at 5.00 p.m. (Singapore time)
Last date and time for submission of Proxy Form	:	20 April 2025 (Sunday) at 12.00 p.m. (Singapore time)
Date and time of EGM	:	23 April 2025 (Wednesday) at 12.00 p.m. (Singapore time) (or as soon thereafter as the Annual General Meeting (“ AGM ”) of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned)
Venue of the EGM	:	Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593

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CORPORATE INFORMATION

Directors of ESR-REIT Management (S) Limited (the manager of ESR-REIT) (the “Directors”, and the manager of ESR-REIT, the “Manager”)	: Ms. Stefanie Yuen Thio (Independent Non-Executive Chairperson) Mr. Ronald Lim (Independent Non-Executive Director) Mr. Nagaraj Sivaram (Independent Non-Executive Director) Dr. Julie Lo Lai Wan (Independent Non-Executive Director) Mr. Loi Pok Yen (Independent Non-Executive Director) Mr. Stuart Gibson (Non-Executive Director) Mr. Shen Jinchu, Jeffrey (Non-Executive Director) Mr. George Agethen (Non-Executive Director) Mr. Adrian Chui (Chief Executive Officer and Executive Director)
Registered Office of the Manager	: 5 Temasek Boulevard #12-09 Suntec Tower Five Singapore 038985
Trustee of ESR-REIT (the “Trustee”)	: Perpetual (Asia) Limited 8 Marina Boulevard #05-02 Marina Bay Financial Centre Singapore 018981
Legal Adviser to the Manager in relation to the Proposed Unit Consolidation	: Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Unit Registrar and Unit Transfer Office	: Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue, #14-07 Keppel Bay Tower Singapore 098632

INDICATIVE TIMELINE

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

Event	Date and Time
Notice of EGM	: 1 April 2025 (Tuesday)
Submission of questions in advance of the EGM	: 11 April 2025 (Friday) at 5.00 p.m.
Last date and time for submission of Proxy Form	: 20 April 2025 (Sunday) at 12.00 p.m.
Date and time of the EGM held at the physical location below	: 23 April 2025 (Wednesday) at 12.00 p.m. (or as soon thereafter as the AGM of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned)
Venue of the EGM	: Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593

If approval for the Proposed Unit Consolidation is obtained at the EGM

Issue of notice of Record Date for the Proposed Unit Consolidation	: 23 April 2025 (Wednesday)
Record Date for the Proposed Unit Consolidation	: 2 May 2025 (Friday) at 5.00 p.m.
Cessation of trading of the Existing Units	: 29 April 2025 (Tuesday) at 5.00 p.m.
Effective Trading Date (as defined herein)	: 30 April 2025 (Wednesday) at 9.00 a.m.
Unit Consolidation Effective Date (as defined herein)	: 5 May 2025 (Monday) at 9.00 a.m.



ESR-REIT

(Constituted in the Republic of Singapore pursuant
to a trust deed dated 31 March 2006 (as amended))

Directors of the Manager

Ms. Stefanie Yuen Thio (Independent Non-Executive Chairperson)
Mr. Ronald Lim (Independent Non-Executive Director)
Mr. Nagaraj Sivaram (Independent Non-Executive Director)
Dr. Julie Lo Lai Wan (Independent Non-Executive Director)
Mr. Loi Pok Yen (Independent Non-Executive Director)
Mr. Stuart Gibson (Non-Executive Director)
Mr. Shen Jinchu, Jeffrey (Non-Executive Director)
Mr. George Agethen (Non-Executive Director)
Mr. Adrian Chui (Chief Executive Officer and Executive Director)

Registered Office

5 Temasek Boulevard
#12-09 Suntec Tower Five
Singapore 038985

1 April 2025

To: Unitholders of ESR-REIT

Dear Sir/Madam

1. INTRODUCTION

The Manager is convening the EGM for the Proposed Unit Consolidation, which is subject to:

- (a) the approval of the SGX-ST; and
- (b) the approval of Unitholders at an extraordinary general meeting of Unitholders to be convened.

The Manager is seeking the approval of the Unitholders for the Proposed Unit Consolidation by Ordinary Resolution¹ (the “**Resolution**”) at an EGM to be convened on Wednesday, 23 April 2025 at 12.00 p.m. (Singapore time) (or as soon thereafter as the AGM of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned) at Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593.

Unitholders should read this Circular in its entirety and any Unitholder who requires advice in the context of this Circular is advised to consult his legal, financial, tax, or other professional adviser.

2. THE PROPOSED UNIT CONSOLIDATION

2.1 Introduction

Pursuant to the Proposed Unit Consolidation, ESR-REIT will consolidate every ten (10) Existing Units into one (1) Consolidated Unit (the “**Consolidation Ratio**”).

Subject to Unitholders’ approval for the implementation of the Proposed Unit Consolidation having been obtained at the EGM, the Transfer Books and Register of Unitholders will be closed on a date currently expected to be 2 May 2025 at 5.00 p.m. (the “**Record Date**”), to determine the entitlements of Unitholders to the Consolidated Units under the Proposed Unit Consolidation. With effect from 9.00 a.m. on the Market Day² immediately following the Record Date (the “**Unit Consolidation Effective Date**”), every ten (10) Existing Units registered in the name of each Unitholder will be consolidated to constitute one (1) Consolidated Unit. However, notwithstanding that the Proposed Unit Consolidation will become effective on the Proposed Unit Consolidation Effective Date, trading in the Consolidated Units will commence from 9.00 a.m. on the day falling two Market Days before the Proposed Unit Consolidation Effective Date (the “**Effective Trading Date**”) on account of the fact that trades on the SGX-ST are settled on a “T+2” settlement cycle.

A Unitholder who holds less than ten (10) Existing Units as at the Record Date will upon completion of the Proposed Unit Consolidation hold one (1) Consolidated Unit.

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 “**Market Day**” means a day on which the SGX-ST is open for securities trading.

Unitholders should note that the number of Consolidated Units which Unitholders will be entitled to, based on their holdings of Existing Units as at the Record Date, will be rounded up to the nearest whole Consolidated Unit and any fractions of Consolidated Units arising from the Proposed Unit Consolidation will be rounded up.

There are 8,046,707,484 Existing Units in issue as at 18 March 2025, being the latest practicable date prior to the issuance of this Circular (the “**Latest Practicable Date**”).³ For the purpose of this Circular, it is assumed no new Units will be issued by the Manager between the Latest Practicable Date and the Record Date. Based on the foregoing assumptions and the Consolidation Ratio and the rounding up of fractional interests in the Consolidated Units arising from the Proposed Unit Consolidation, there will be at least 804,670,748 Consolidated Units in issue following the Proposed Unit Consolidation. The Manager will announce to Unitholders the actual number of Existing Units which are expected to be subject to the Proposed Unit Consolidation and the actual number of Consolidated Units which are expected to be in issue following the Proposed Unit Consolidation, once such numbers have been determined.

Each Consolidated Unit will rank *pari passu* with each other. The Consolidated Units will be traded in board lots of one hundred (100) Consolidated Units except as provided in paragraph 2.6 of this Letter.

For the avoidance of doubt, the Proposed Unit Consolidation will not:

- (a) affect the total distributable income of ESR-REIT;
- (b) affect the total net asset value (“**NAV**”) of ESR-REIT, with the exception of anticipated costs of approximately S\$245,000 relating to the consolidation exercise;
- (c) require any payment from Unitholders;
- (d) result in any return of capital to Unitholders; and
- (e) dilute the unitholdings of Unitholders.

The Board of the Manager is of the view that the Proposed Unit Consolidation would not result in disorderly trading when trading in the Consolidated Units begin.

³ ESR-REIT does not have any existing warrants and convertibles as well as any employee unit options which would result in new Units being issued.

2.2 Rationale for the Proposed Unit Consolidation

2.2.1 Potential reduction of magnitude of fluctuation in ESR-REIT's Unit trading price and market capitalisation

The Manager believes that the Proposed Unit Consolidation will reduce the percentage change fluctuation in the trading of ESR-REIT's Units, reduce excessive volatility in its market capitalisation and allow for Unit price movements that are more consistent with general market movements in terms of percentage changes.

As an illustrative example:

- Since 1 January 2022, ESR-REIT has traded in the range of S\$0.225 to S\$0.485.
- Using a rounded Unit trading price of S\$0.260 within the above-mentioned range for illustrative purposes, the mandated SGX bid-ask spread of S\$0.005 for counters below S\$1.00/unit will result in a 1.9 percentage change in Unit trading price.
- Applying the Consolidation Ratio, the new theoretical price of a Unit would be S\$2.60. With a unit trading price above S\$1.00/unit, a S\$0.01 bid-ask spread will now apply, resulting in a much smaller impact of 0.4 percentage change in Unit trading price.

The smaller percentage change impact from Unit trading price fluctuations may reduce volatility in its trading, and further facilitate tighter price discount ranges during corporate actions, such as equity fund raising exercises, which will provide long-term benefits to all Unitholders. The Proposed Unit Consolidation may then result in increased market interest and activity in the Consolidated Units and generally enhance the attractiveness of the Consolidated Units to investors, including institutional investors.

2.2.2 Reduced interest from share speculators or punters and short sellers on the Units

Share speculators or punters are investors who trade financial instruments with the hope of making quick profits, often based on speculation rather than fundamental in-depth analysis. Unlike long-term investors, who are more likely to focus on the fundamentals of the underlying asset, share speculators or punters often engage in short-term trading, trying to capitalise on market fluctuations, anomalies, volatility and rumours.

Short sellers are investors whose trading strategy is to speculate on a stock's decline. They bet and profit from a drop in prices of financial instruments by borrowing a security and selling it on the open market, planning to repurchase it later for less money.

Given ESR-REIT's trading range of S\$0.225 – S\$0.485 since 1 January 2022 being below S\$1.00, share speculators or punters and short sellers have shown keen interest in trading ESR-REIT as a "penny stock".

"Penny stocks" are typically securities which:

- Are generally priced under S\$1.00;
- Have high volatility causing prices to fluctuate dramatically over short periods; and
- Have a low entry point due to its low price, thus allowing investors to buy a large number of the stock with minimal capital and leverage; etc.

The Proposed Unit Consolidation would increase the theoretical price of ESR-REIT's Units to above S\$1.00, reducing the interest from share speculators or punters and short sellers due to the following reasons:

- Increase in Unit price will raise the barrier of entry in the stock, requiring share speculators or punters and short sellers to put up more capital and leverage to buy a similar number of Units as compared to pre-consolidation.
- Reduced volatility would reduce the trading price ranges of Units, reducing profit opportunities for share speculators or punters and short sellers.

- Consolidation may cause Unit prices to become more stable, reducing Unit price momentum, which is less appealing for share speculators or punters and short sellers.
- A reduction of interest from share speculators or punters and short sellers may potentially keep ESR-REIT's trading prices within a more stable price band, thereby reducing ESR-REIT's vulnerability to sharp price declines.

2.2.3 Lower brokerage trading costs to investors

Trading in Singapore's stock market may involve certain minimum fixed expenses (including but not limited to minimum brokerage fees, clearance fees, and settlement fees). Consequently, trading in the Units with small denominations may result in higher costs relative to the trading price for each board lot of Units, leading to greater price fluctuations. The Proposed Unit Consolidation will result in higher Unit price denomination, therefore reducing the brokerage trading costs as a percentage of each board lot of Consolidated Units.

2.2.4 Increase in the market interest and attractiveness of ESR-REIT and its Consolidated Units

The Manager believes the Proposed Unit Consolidation will generally be beneficial to ESR-REIT and its Unitholders as it would improve the attractiveness of ESR-REIT and the Units.

The Proposed Unit Consolidation will rationalise the capital of ESR-REIT by reducing the large number of Units in issue from 8,046,707,484 Existing Units in issue as at the Latest Practicable Date to at least 804,670,748 Consolidated Units following the completion of the Proposed Unit Consolidation.

In addition, the Existing Units have historically traded between S\$0.225 and S\$0.485 per Existing Unit in the period from 1 January 2022 to the Latest Practicable Date. Following the Proposed Unit Consolidation, the Manager expects that, all other things being equal, the theoretical trading price and NAV of each Consolidated Unit would be higher than the trading price and NAV of each Existing Unit, taking into account the decrease in the number of Units in issue following the Proposed Unit Consolidation.

For illustrative purposes in this Circular and based on the illustrative historical price of S\$0.260 per Existing Unit (the “**Illustrative Price**”), the Manager has assumed that the theoretical trading price of each Consolidated Unit following the Proposed Unit Consolidation would be S\$2.60 per Consolidated Unit.

The Volume Weighted Average Price (“**VWAP**”) for the six-month period up to and including the Latest Practicable Date and the theoretical adjusted VWAP of ESR-REIT’s Units, assuming that the Proposed Unit Consolidation was carried out prior to the six-month period up to and including the Latest Practicable Date, are as follows⁴:

VWAP for the six-month period up to and including the Latest Practicable Date	S\$0.2654
Adjusted VWAP for the six-month period up to and including the Latest Practicable Date	S\$2.65

The Manager believes that, immediately following the Proposed Unit Consolidation, with the reduction in the number of Existing Units in issue and the resulting increase in the theoretical trading price of each Consolidated Unit, the Proposed Unit Consolidation is likely to improve the attractiveness of ESR-REIT and the Units, particularly among institutional investors, research houses and fund managers.

Unitholders should note, however, that there is no assurance that the Proposed Unit Consolidation will achieve the above desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.

2.3 Financial Effects of the Proposed Unit Consolidation

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Proposed Unit Consolidation are set out below based on the audited financial statements of ESR-REIT for the financial year ended 31 December 2024 (“**FY2024**”, the audited financial statements, the “**FY2024 Audited Financial Statements**”).

⁴ ESR-REIT does not have any existing warrants and convertibles as well as any employee unit options which would result in new Units being issued. The theoretical adjusted 6-month VWAP is calculated based on market data from Bloomberg (sourced from SGX-ST market data) as per the industry definition of VWAP as the volume-weighted average price at which ESR-REIT’s Units have traded throughout the day over a 6-month period as at the Latest Practicable Date. The theoretical VWAP price post-consolidation therefore is a direct multiplication of 10 times the 6-month VWAP price pre-consolidation.

2.3.1 Pro Forma Distribution per Unit (“DPU”)

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Proposed Unit Consolidation on the amount available for distribution to Unitholders, the applicable number of Units and ESR-REIT’s DPU thereof, assuming that the Proposed Unit Consolidation was completed on 1 January 2024, are as follows:

	FY2024 Audited Financial Statements	<i>Pro forma</i> financial effects of the Proposed Unit Consolidation on the FY2024 Audited Financial Statements
Amount available for distribution (S\$’000)	164,064	164,064
Applicable Number of Units⁽¹⁾ (’000)	7,742,520	774,252 ⁽²⁾
DPU (cents)	2.119	21.19 ⁽²⁾

Notes:

- (1) Refers to the applicable number of Existing Units of 7,742,520,000 before the Proposed Unit Consolidation and the assumed applicable number of Consolidated Units of 774,252,000 after the Proposed Unit Consolidation.
- (2) As fractional entitlement will be rounded up, the applicable number of Consolidated Units may be higher than the number of Units set out above, accordingly the *pro forma* DPU may differ slightly based on the actual number of Consolidated Units.

Assuming that such Unitholder received a distribution of 2.119 cents per Unit for FY2024, or S\$21.19 in total for the 1,000 Units held prior to the Proposed Unit Consolidation, post-consolidation, the FY2024 *pro forma* DPU would be 21.19 cents per Consolidated Unit, and S\$21.19 in total for the 100 Consolidated Units, which is equivalent to the amount received pre-consolidation.

Unitholders should note that the Proposed Unit Consolidation will not affect the total distributable income of ESR-REIT.

2.3.2 Pro Forma NAV per Unit

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Proposed Unit Consolidation on the NAV, the number of Units in issue, and the NAV per Unit, assuming that the Proposed Unit Consolidation had been completed on 31 December 2024, are as follows:

	FY2024 Audited Financial Statements	<i>Pro forma</i> financial effects of the Proposed Unit Consolidation on the FY2024 Audited Financial Statements
NAV (S\$'000)	2,213,895	2,213,650 ⁽¹⁾
Number of Units in issue⁽²⁾ ('000)	8,049,164	804,916 ⁽³⁾
NAV per Unit (cents)	27.5	275.0 ⁽³⁾

Notes:

- (1) After payment of the anticipated costs of approximately S\$245,000 relating to the consolidation exercise.
- (2) Refers to the 8,049,164,215 Existing Units in issue before the Proposed Unit Consolidation and the 804,916,422 Consolidated Units assumed to be in issue after the Proposed Unit Consolidation.
- (3) As fractional entitlement will be rounded up, the number of Consolidated Units may be higher than the number of Units set out above, accordingly the *pro forma* NAV per Unit may differ slightly based on the actual number of Consolidated Units.

Assuming that prior to the Proposed Unit Consolidation, a Unitholder owned 1,000 units and the trading price of a Unit was equal to the NAV per Unit as at 31 December 2024 of 27.5 cents, the Unitholder's 1,000 Units would be worth a total of S\$275.00. Post-consolidation, the Unitholder would own 100 Consolidated Units and the revised NAV per Consolidated Unit as at 31 December 2024 would adjust to 275.0 cents per Consolidated Unit such that the 100 Consolidated Units held by the Unitholder would still be worth a total of S\$275.00.

Unitholders should note that the Proposed Unit Consolidation will not affect the total NAV of ESR-REIT with the exception of anticipated costs of approximately S\$245,000 relating to the Proposed Unit Consolidation exercise, these anticipated costs are expected to be minimal in light of the expected benefits relating to the Proposed Unit Consolidation exercise as explained earlier.

2.4 Conditions for the Proposed Unit Consolidation

Pursuant to Clause 2.3 of the trust deed dated 31 March 2006 constituting ESR-REIT entered into between the Manager and the Trustee, as amended, restated and supplemented (the “**Trust Deed**”), the Manager may at any time, with the prior approval of the Trustee and with the prior approval of the Unitholders in a general meeting by passing an Ordinary Resolution determine that Units be consolidated.

The Manager had, on 13 February 2025, obtained approval in-principle from the SGX-ST for the dealing in, listing of and quotation for up to 850,000,000 Consolidated Units, on the Main Board of the SGX-ST, subject to:

- (a) compliance with the SGX-ST’s listing requirements (for Consolidated Units); and
- (b) Unitholders’ approval being obtained at the forthcoming EGM of ESR-REIT for the Proposed Unit Consolidation.

Such approval is not to be taken as an indication of the merits of the Consolidated Units, the Proposed Unit Consolidation, ESR-REIT and/or its subsidiaries.

The Manager is seeking Unitholders’ approval for the implementation of the Proposed Unit Consolidation by way of an Ordinary Resolution at the EGM. Please refer to the Ordinary Resolution set out in the Notice of Extraordinary General Meeting in this Circular.

An announcement will also be made by ESR-REIT in due course to notify Unitholders of the Effective Trading Date, the Record Date and the Proposed Unit Consolidation Effective Date.

2.5 Updating of Register of Unitholders and Depository Register for the Consolidated Units

If Unitholders at the EGM approve the Proposed Unit Consolidation, Unitholders’ entitlements to the Consolidated Units will be determined on the Record Date, based on their unitholdings as at 5.00 p.m. on such date. Thereafter, the register of Unitholders and the Depository Register will be updated to reflect the number of Consolidated Units held by Unitholders, and the Proposed Unit Consolidation will become effective at 9.00 a.m. on the Proposed Unit Consolidation Effective Date. It should be noted, however, that the Consolidated Units will begin trading at 9.00 a.m. on the Effective Trading Date.

2.6 Trading Arrangements for the Consolidated Units and for Odd Lots

2.6.1 Trading Arrangements for the Consolidated Units

Subject to the approval for the Proposed Unit Consolidation by Unitholders at the EGM, trading in the Existing Units will cease at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date. Trading in the Consolidated Units will commence with effect from 9.00 a.m. on the Effective Trading Date⁵. The Consolidated Units shall be traded in board lots of one hundred (100) Consolidated Units.

2.6.2 Trading Arrangements for Odd Lots of Consolidated Units

The Existing Units are currently traded in board lots of one hundred (100) Units in the ready market. Following the completion of the Proposed Unit Consolidation, the securities accounts maintained by The Central Depository (Pte) Limited ("**CDP**"), the Central Provident Fund, the Supplementary Retirement Scheme and the Phillip Securities Account for Clients (each, a "**Securities Account**", and collectively, the "**Securities Accounts**") may be credited with odd lots of the Consolidated Units (that is, lots other than board lots of one hundred (100) Consolidated Units). The market for trading of such odd lots of Consolidated Units may be illiquid, and Unitholders may have to bear disproportionate transaction costs in trading their Consolidated Units.

Unitholders who receive odd lots of Consolidated Units pursuant to the Proposed Unit Consolidation and who wish to trade such odd lots of Consolidated Units on the SGX-ST ("**Odd Lots Trade**") can trade with a minimum size of one (1) Consolidated Unit on the SGX-ST's unit share market.

For any Odd Lots Trade, the Manager has also put in place an odd lot counter service for a period of four (4) weeks from the Effective Trading Date, from 5 May 2025 and up to and including 30 May 2025 (the "**Applicable Period**"). Phillip Securities Pte Ltd ("**Phillip Securities**") will be offering odd lot counter services at a concessionary brokerage rate.

During the Applicable Period, Unitholders will not incur any brokerage fees for any Odd Lots Trades. Instead, ESR-REIT will bear the brokerage fees payable to Phillip Securities. After the Applicable Period, the concessionary brokerage rate will no longer be applicable to Odd Lots Trade of Consolidated Units undertaken on Phillip Securities' Online Electronic Mart System ("**POEMS**") and offline voice-order and Unitholders will have to bear the standard account brokerage charges.

⁵ See paragraph 2.7 of this Letter for details of the indicative timeline for the Proposed Unit Consolidation.

Unitholders should note that the prevailing clearing fee and other regular trading fees (including goods and services tax for such fees) imposed by the SGX-ST will still be borne by Unitholders during the Applicable Period.

Odd Lots Trade refer to:

- (a) an aggregate of 99 or less Consolidated Units bought in a single day;
or
- (b) an aggregate of 99 or less Consolidated Units sold in a single day.

For the avoidance of doubt, the following will be applied for purposes of computing and determining what constitutes an Odd Lots Trade:

- (a) trades made by the same Unitholder on the same day across different Securities Accounts will not be aggregated;
- (b) trades made through the same Securities Account on the same day across POEMS and offline voice-order, will be aggregated; and
- (c) transactions involving the sale of Consolidated Units will not be aggregated with transactions involving the purchase of Consolidated Units, and *vice versa*.

In the event that a Unitholder sells more than an aggregate of 99 Consolidated Units in a single day or purchases more than an aggregate of 99 Consolidated Units in a single day, he/she will incur standard account brokerage charges and the Unitholder will have to bear such fees in his/her own capacity.

Unitholders who intend to use POEMS and offline voice-order to trade their Consolidated Units must apply to open an account with Phillip Securities by obtaining, completing and signing the account opening forms of Phillip Securities and any other documentation as may be prescribed by Phillip Securities if they do not have an existing account with Phillip Securities. Unitholders may sign up for an account at https://www.poems.com.sg/open-an-account/?utm_source=landing.

2.7 Indicative Timeline

Subject to the Proposed Unit Consolidation being approved by the Unitholders at the EGM, the Manager will issue a notice of Record Date for the Proposed Unit Consolidation. The Proposed Unit Consolidation will become effective at 9.00 a.m. on the Proposed Unit Consolidation Effective Date, such date being the Market Day immediately following the Record Date.

Notwithstanding that the Proposed Unit Consolidation will become effective on the Proposed Unit Consolidation Effective Date, the Units will in fact be traded as Consolidated Units earlier than the Proposed Unit Consolidation Effective Date on account of the fact that trades on the SGX-ST are settled on a “T+2” settlement cycle, that is, a purchase or sale of Units on day T will be settled at T plus two Market Days later. Accordingly, for trading purposes:

- (a) trading in the Existing Units will cease at 5.00 p.m. on the day falling three Market Days before the Proposed Unit Consolidation Effective Date; and
- (b) trading in the Consolidated Units will commence from 9.00 a.m. on the day falling two Market Days before the Proposed Unit Consolidation Effective Date.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

3.1 Interests of Directors in Units

As at the Latest Practicable Date, certain directors of the Manager collectively hold an aggregate direct and indirect interest in 8,801,574 Units.

Based on the Register of Directors’ unitholdings maintained by the Manager, the following Directors currently hold a direct or deemed interest in the Units as at the Latest Practicable Date:

Name of Director	Direct Interest		Deemed Interest		Total No. of Units held	%(¹)
	No. of Units	%	No. of Units	%		
Ms. Stefanie Yuen Thio	265,934	0.003	37,951 ⁽²⁾	0.000	303,885	0.004
Mr. Nagaraj Sivaram	1,064,000	0.013	-	-	1,064,000	0.013
Dr. Julie Lo Lai Wan	-	-	-	-	-	-
Mr. Ronald Lim	184,715	0.002	-	-	184,715	0.002
Mr. Loi Pok Yen	7,110,654	0.088	138,320 ⁽³⁾	0.002	7,248,974	0.090
Mr. Stuart Gibson	-	-	-	-	-	-
Mr. Shen Jinchu, Jeffrey	-	-	-	-	-	-

Name of Director	Direct Interest		Deemed Interest		Total No. of Units held	%(⁽¹⁾)
	No. of Units	%	No. of Units	%		
Mr. George Agethen	-	-	-	-	-	-
Mr. Adrian Chui	-	-	-	-	-	-

Notes:

- (1) The percentage interest is based on the total issued Units of 8,046,707,484 as at the Latest Practicable Date.
- (2) As 37,951 Units are held by Ms. Stefanie Yuen Thio's husband, Ms. Stefanie Yuen Thio is deemed to be interested in these Units.
- (3) As 138,320 Units are held by Mr. Loi Pok Yen's wife, Mr. Loi Pok Yen is deemed to be interested in these Units.

3.2 Interests of Substantial Unitholders in Units

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

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%(⁽¹⁾)
	No. of Units	%(⁽¹⁾)	No. of Units	%(⁽¹⁾)		
Mr. Tong Jinquan	172,802,987	2.148	255,184,832 ⁽²⁾	3.171	427,987,819	5.319
e-Shang Infinity Cayman Limited	971,655,245	12.075	266,165,462 ⁽³⁾	3.308	1,237,820,707	15.383
e-Shang Jupiter Cayman Limited	-	-	1,237,820,707 ⁽⁴⁾	15.383	1,237,820,707	15.383
LOGOS Units No. 1 Ltd.	448,429,218	5.573	-	-	448,429,218	5.573
LOGOS Property Group Limited	-	-	448,429,218 ⁽⁵⁾	5.573	448,429,218	5.573
ESR Logistics Venture I Limited	-	-	448,429,218 ⁽⁵⁾	5.573	448,429,218	5.573
ESR Logistics Partners Limited	-	-	448,429,218 ⁽⁵⁾	5.573	448,429,218	5.573
ESR Logistics (Holdings) Pte. Ltd.	-	-	448,429,218 ⁽⁵⁾	5.573	448,429,218	5.573
ESR Asset Management Limited	-	-	448,429,218 ⁽⁵⁾	5.573	448,429,218	5.573
ESR Group Limited	-	-	1,686,249,925 ^{(4),(5)}	20.956	1,686,249,925	20.956

Notes:

- (1) The percentage interest is based on 8,046,707,484 Units in issue as at the Latest Practicable Date.
- (2) Wealthy Fountain Holdings Inc holds 60 Units and Skyline Horizon Consortium Ltd holds 13,172,094 Units. Both Wealthy Fountain Holdings Inc and Skyline Horizon Consortium Ltd are wholly-owned by Shanghai Summit Pte. Ltd. (“**SSPL**”). Leading Wealth Global Inc (“**LWG**”) holds 242,012,678 Units and is a wholly-owned subsidiary of Longemont Real Estate Pte. Ltd., which is in turn a wholly-owned subsidiary of Shanghai Summit (Group) Co., Ltd. (“**SSGCL**”). Both SSPL and SSGCL are wholly-owned by Mr. Tong Jinquan. Therefore, he is deemed to be interested in the 255,184,832 Units held by Wealthy Fountain Holdings Inc, Skyline Horizon Consortium Ltd and LWG.
- (3) e-Shang Infinity Cayman Limited indirectly owns 99% equity interest in the Manager and 100% equity interest in ESR Property Services Pte. Ltd. (the “**Property Manager**”). Each of the Manager and the Property Manager holds 220,204,281 Units and 45,961,181 Units, respectively. Therefore, e-Shang Infinity Cayman Limited is deemed to be interested in the 266,165,462 Units held by the Manager and the Property Manager.
- (4) ESR Group Limited is the sole shareholder of e-Shang Jupiter Cayman Limited, which is in turn the sole shareholder of e-Shang Infinity Cayman Limited. Therefore, each of ESR Group Limited and e-Shang Jupiter Cayman Limited is deemed to be interested in the 1,237,820,707 Units held by e-Shang Infinity Cayman Limited.
- (5) LOGOS Units No. 1 Ltd. holds 448,429,218 Units and is a wholly-owned subsidiary of LOGOS Property Group Limited (“**LPGL**”). ESR Logistics Venture I Limited holds an 100% shareholding interest in LPGL. ESR Logistics Venture I Limited is a subsidiary of ESR Logistics Partners Limited which is in turn a subsidiary of ESR Logistics (Holdings) Pte. Ltd., which is a wholly-owned subsidiary of ESR Asset Management Limited, which is in turn a wholly-owned subsidiary of ESR Group Limited. Accordingly, ESR Group Limited is deemed to be interested in the 448,429,218 Units held by LOGOS Units No. 1 Ltd..

4. DIRECTORS’ RECOMMENDATIONS

Having considered the relevant factors, including the rationale for the Proposed Unit Consolidation as set out in paragraph 2.2 above, the Directors recommend that the Unitholders **VOTE IN FAVOUR** of the Resolution relating to the Proposed Unit Consolidation.

5. EXTRAORDINARY GENERAL MEETING

The EGM is being convened, and will be held, at Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593 on 23 April 2025 (Wednesday) at 12.00 p.m. (or as soon thereafter as the AGM of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned), for the purpose of considering and, if thought fit, passing with or without modification, the Resolution set out in the Notice of EGM, which is set out in this Circular. The purpose of this Circular is to provide Unitholders with relevant information about the Resolution in respect of the Proposed Unit Consolidation. Approval by way of an Ordinary Resolution is required.

The physical format of this EGM serves to facilitate interaction between the board of Directors of the Manager, the management team of the Manager and Unitholders. Unitholders and investors who hold Units through the Central Provident Fund or the Supplementary Retirement Scheme (“**CPF/SRS investors**”) will be able to submit questions in advance of, or at, the EGM, as set out in the Notice of EGM in this Circular.

A Depositor shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Units entered against his name in the Depository Register, as certified by the CDP as at 72 hours before the time fixed for the EGM. For the avoidance of doubt, no Unitholder is required to abstain from voting at the EGM on the Resolution in relation to the Proposed Unit Consolidation.

6. ACTION TO BE TAKEN BY UNITHOLDERS

6.1 Date, Time and Conduct of EGM

The EGM is being convened, and will be held, by way of the Physical Meeting at Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593 on 23 April 2025 (Wednesday) at 12.00 p.m. (or as soon thereafter as the AGM of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned). There will be no option for Unitholders to participate virtually.

6.2 The Circular, Notice of EGM and Proxy Form

Printed copies of the Notice of EGM, the Proxy Form and the request form for the printed copy of the Circular (“**Request Form**”) will also be sent to Unitholders and made available on ESR-REIT’s website at <https://esr-reit.listedcompany.com/meetings.html> and on SGXNET via the SGX-ST’s website at the <https://www.sgx.com/securities/company-announcements>.

However, printed copies of the Circular will not be sent to Unitholders. The Circular has been published electronically in the manner set out above. Any Unitholder who wishes to receive printed copies of the Circular should submit his/her completed Request Form to the Unit Registrar by 5.00 p.m. (Singapore time) on 9 April 2025 (Friday).

6.3 Key Dates and Times

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

Key Dates	Actions
10 April 2025 (Thursday) at 5.00 p.m.	<p>Deadline for CPF/SRS investors to approach their respective CPF Agent Banks or SRS Operators to specify their voting instructions/ arrange for their votes to be submitted with their respective CPF Agent Banks or SRS Operators at the EGM.</p> <p>Relevant Intermediary Unitholders who wish to exercise their voting rights/be appointed as proxies, must approach their respective Relevant Intermediary as soon as possible.</p>
11 April 2025 (Friday) at 5.00 p.m.	<p>Deadline for all Unitholders to submit questions in advance of the EGM in relation to the Resolution tabled at the EGM. Relevant Intermediary Unitholders (including CPF/SRS investors) who wish to submit questions should approach their respective Relevant Intermediary (CPF Agent Banks/SRS Operators) to do so as soon as possible.</p>
18 April 2025 (Friday) at 10.00 a.m.	<p>Date and time by which the Manager will announce on SGXNET and ESR-REIT's website, the responses to substantial and relevant questions received.</p>
20 April 2025 (Sunday) at 12.00 p.m.	<p>Deadline for all Unitholders to complete and submit the Proxy Forms. Duly completed Proxy Forms must be deposited:</p> <ul style="list-style-type: none"> • via post to the Unit Registrar's office; or • via email to srs.proxy@boardroomlimited.com (by enclosing a clear, scanned, completed and signed Proxy Form in PDF).
23 April 2025 (Wednesday) at 12.00 p.m. (or as soon thereafter as the AGM of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned)	<p>Unitholders, proxies, CPF/SRS investors and Relevant Intermediary Unitholders who intend to attend the Physical Meeting must bring their original NRIC/Passport for verification and registration on the day of the EGM.</p>

6.4 Important Reminder

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://esr-reit.listedcompany.com/meetings.html> for the latest updates on the status of the EGM.

7. 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 Unit Consolidation, ESR-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 this Circular in its proper form and context.

8. DOCUMENT AVAILABLE FOR INSPECTION

The Trust Deed will be available for inspection at the registered office of the Manager⁶ at 5 Temasek Boulevard, #12-09, Suntec Tower 5, Singapore 038985 for so long as ESR-REIT is in existence.

Yours faithfully

For and on behalf of the Board of Directors of
ESR-REIT Management (S) Limited
(as manager of ESR-REIT)
(Company Registration No. 200512804G)

Adrian Chui

Chief Executive Officer and Executive Director
1 April 2025

⁶ Prior appointment will be appreciated. Please contact ESR-REIT Investors Relations team (telephone: +65 6222 3339)

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, the Trustee or any of their respective affiliates.

An investment in Units is subject to equity investment risks, including the possible loss of the principal amount invested. Neither ESR-REIT, the Manager, the Trustee nor any of their affiliates guarantees the repayment of any principal amount invested, the performance of ESR-REIT, any particular rate of return from investing in ESR-REIT, or any taxation consequences of an investment in ESR-REIT. Any indication of ESR-REIT performance returns is historical and cannot be relied on as an indicator of future performance.

Investors should note that they will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that the 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.

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Manager’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Unitholders and investors should not place undue reliance on such forward-looking statements, and the Manager does not undertake any obligation to update publicly or revise any forward-looking statements.

GLOSSARY

The following definitions shall apply throughout this Circular unless the context otherwise requires or unless otherwise stated:

“AGM”	: The annual general meeting of ESR-REIT to be held on 23 April 2025 (Wednesday) at 10.00 a.m. (Singapore time)
“Applicable Period”	: A period of four (4) weeks from the Effective Trading Date, from 5 May 2025 and up to and including 30 May 2025
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Unitholders dated 1 April 2025
“Code”	: The Singapore Code on Take-overs and Mergers
“Companies Act”	: The Companies Act 1967 of Singapore, as amended or modified from time to time
“Consolidation Ratio”	: The consolidation ratio of ten (10) Existing Units consolidated into one (1) Consolidated Unit
“Consolidated Units”	: Units in issue after completion of the Proposed Unit Consolidation
“CPF/SRS investors”	: Investors who hold Units through the Central Provident Fund or the Supplementary Retirement Scheme
“Director”	: A director of the Manager
“DPU”	: Distribution per Unit
“Effective Trading Date”	: The date on which the Consolidated Units will trade on the SGX-ST, being the day falling two Market Days before the Proposed Unit Consolidation Effective Date
“EGM”	: The extraordinary general meeting of Unitholders to be convened and held in a wholly physical form at Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593 on 23 April 2025 (Wednesday) at 12.00 p.m. (Singapore time) (or as soon thereafter as the AGM of ESR-REIT to be held at 10.00 a.m. on the same day is concluded or adjourned), to approve the matters set out in the Notice of EGM

“Existing Units”	: Existing Units in ESR-REIT held by Unitholders as at the Record Date
“FY2024”	: The financial year ended 31 December 2024
“FY2024 Audited Financial Statements”	: The audited consolidated financial statements of ESR-REIT for FY2024
“Latest Practicable Date”	: 18 March 2025, being the latest practicable date prior to the issuance of this Circular
“Listing Manual”	: The Listing Manual of the SGX-ST, as the same may be modified amended, supplemented, revised or replaced from time to time
“Manager”	: ESR-REIT Management (S) Limited, in its capacity as manager of ESR-REIT, and shall also refer to the manager of ESR-REIT from time to time, when the context so requires or permits
“Market Day”	: A day on which the SGX-ST is open for securities trading
“NAV”	: Net asset value
“Odd Lots Trade”	: The trade of odd lots of Consolidated Units on the SGX-ST
“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
“Phillip Securities”	: Phillip Securities Pte Ltd
“POEMS”	: Phillip Securities’ Online Electronic Mart System
“Property Funds Appendix”	: Appendix 6 to the Code on Collective Investment Schemes, which applies to a scheme which invests or proposes to invest primarily in real estate and real estate-related assets
“Proposed Unit Consolidation”	: The consolidation of every ten (10) Existing Units into one (1) Consolidated Unit, fractional entitlement to be rounded up

“Record Date”	: The date on which the Transfer Books and Register of Unitholders will be closed to determine the entitlements of Unitholders to the Consolidated Units under the Proposed Unit Consolidation, such date currently expected to be 2 May 2025 at 5.00 p.m.
“Request Form”	: The request form for a printed copy of the Circular
“Resolution”	: The Proposed Unit Consolidation
“Securities Accounts”	: Securities accounts maintained by the CDP, the Central Provident Fund and the Supplementary Retirement Scheme
“SFA”	: The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Trustee”	: Perpetual (Asia) Limited, in its capacity as trustee of ESR-REIT
“Trust Deed”	: The trust deed dated 31 March 2006 constituting ESR-REIT entered into between the Manager and the Trustee, as amended, restated and supplemented
“VWAP”	: Volume weighted average price
“Unit”	: A unit representing an undivided interest in ESR-REIT
“Unitholder”	: The registered holder for the time being of a Unit, including persons 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
“Unit Consolidation Effective Date”	: The date on which the Proposed Unit Consolidation will become effective, such day being the Market Day immediately following the Record Date
“%”	: Per centum or percentage
“S\$” and “cents”	: Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore

A reference to “**paragraph**” is a reference to a paragraph of this Circular unless the context otherwise requires.

The terms “**depositor**”, “**depository agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing any one gender shall, where applicable, include the other genders where applicable. References to persons shall, where applicable, include firms, corporations and other entities.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Listing Manual or the Property Funds Appendix and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or the Property Funds Appendix, as the case may be, unless otherwise provided. Summaries of the provisions of any laws and regulations (including the Code, the Companies Act, the SFA, the Listing Manual and the Property Funds Appendix) contained in this Circular are of such laws and regulations (including the Code, the Companies Act, the SFA, the Listing Manual and the Property Funds Appendix) as at the Latest Practicable Date.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof, or discrepancies between figures included in the tables and figures in the text of this Circular, are due to rounding.

The headings in this Circular are for ease of reference only and are not to be taken into account in the interpretation or construction of this Circular or any of its contents.