



26 March 2024

**Sabana Real Estate Investment Management Pte. Ltd.**  
**(in its capacity as manager of Sabana Industrial Real Estate Investment Trust (“Sabana Industrial REIT”)) (the “Manager”)**

151 Lorong Chuan, #02-03  
New Tech Park  
Singapore 556741

Attention: Mr Donald Han, Chief Executive Officer

Dear Sirs

**UPDATE TO UNITHOLDERS OF SABANA INDUSTRIAL REIT – 26 March 2024**

1. We refer to the Trustee’s Statements dated 21 July 2023, 8 August 2023, 29 August 2023, 4 October 2023, 7 November 2023, 6 December 2023, 15 December 2023, 9 January 2024, 23 January 2024, 30 January 2024, 20 February 2024, 29 February 2024 and 22 March 2024 (collectively, the “**Trustee’s Statements**”) and the Trustee’s presentation (and accompanying notes thereto) at the extraordinary general meeting of Sabana Industrial REIT held on 8 March 2024 (“**8 March 2024 EGM**”), all of which were published via SGXNet.
2. In this regard, the Trustee wishes to provide the following update to all Unitholders as set out in the Appendix to this letter.
3. Terms defined in the Trustee’s Statements shall, unless the context otherwise requires, have the same meanings when used in this letter.
4. Please publish this letter as an announcement via SGXNet.

Yours faithfully

For and on behalf of

**HSBC Institutional Trust Services (Singapore) Limited**  
**(in its capacity as trustee of Sabana Industrial Real Estate Investment Trust)**

A handwritten signature in blue ink, appearing to read "Rahul Desousa", with a horizontal line extending to the right.

RAHUL DESOUSA  
Authorised Signatory

## APPENDIX

### Trustee's Update to Unitholders of Sabana Industrial REIT – Internalisation Committee

1. The Trustee remains committed to serving Unitholders' interests and progressing the internalisation.
2. As directed by the passing of Resolution 3 of the 8 March 2024 Resolutions and as updated in the Trustee's Statement of 22 March 2024,
  - (a) the Trustee established the Internalisation Committee on 21 March 2024 (the "**Internalisation Committee**") comprising Mr. Imran Chng Pia Ser, Mr. Lim Hock Chuan, Mr. Havard Chi Cher Pan, Mr. Low Chin Yee, Mr. Jan Frederic Moermann and Mr. Saha Anshuman Manabendranath (each of whom are employees of Quarz and/or members of the SGIC); and
  - (b) the Trustee had arranged its first meeting with the Internalisation Committee for 25 March 2024.
3. The Trustee had proposed an agenda for the meeting to discuss matters in respect of the ongoing internalisation process, the proposed terms of reference for the Internalisation Committee (please refer to Annex A) and any other business.
4. The Trustee had intended for an open and constructive meeting with the Internalisation Committee to seek its views on various workstreams affecting the progress of the implementation of the internalisation.
5. The Trustee wishes to update that notwithstanding its efforts above, the first meeting with the Internalisation Committee did not occur on 25 March 2024 as the members of the Internalisation Committee did not attend that meeting.
6. The Trustee understands that the Internalisation Committee did not attend the meeting because the Internalisation Committee wished to focus discussions on the proposed Trust Deed amendments and the Order 32 Application.
7. The Trustee notes that some Unitholders (including Quarz and members of the SGIC) have differing views from the Trustee on, amongst others, whether proposed Trust Deed amendments are required to implement the internalisation and whether an extraordinary general meeting can be convened to consider the proposed Trust Deed amendments.
8. It is for this reason that the Trustee had on 9 January 2024 submitted the Order 32 Application – to clarify these key issues and steps for the internalisation process and to ensure that the views of all Unitholders are properly considered in an appropriate forum.
9. The Trustee would like to state its position (as already communicated to the Internalisation Committee) for the benefit of all Unitholders:
  - (a) the issues before the Court under the Order 32 Application concern the interpretation of the Trust Deed and are fundamentally issues of law;
  - (b) since the members of the Internalisation Committee are employees of Quarz (a party to the Order 32 Application) or other members of the SGIC, both of which have publicly disagreed with the Trustee on these issues, conflicts of interest arise;
  - (c) the Internalisation Committee is therefore not the appropriate forum to discuss the Trust Deed amendments and the Order 32 Application; and
  - (d) such issues of law are appropriately heard and should be resolved by the Court as the appropriate forum.
10. **The Trustee therefore urges all Unitholders to respect the ongoing Court process and to allow**

**for these issues to be appropriately heard by the Court and decided in an orderly manner. A decision by the Court on the Order 32 Application will provide clarity for all Unitholders.**

11. In the meantime, the Trustee remains ready and willing to engage in a constructive manner with the Internalisation Committee in respect of the ongoing internalisation process.
12. Separately, to facilitate this consultative process and in light of applicable securities laws, the Trustee had also requested that members of the Internalisation Committee enter into non-disclosure agreements to safeguard the confidential information of Sabana Industrial REIT. Until such non-disclosure agreements are entered into by the members of the Internalisation Committee, the Trustee is only able to discuss public information in meetings with the Internalisation Committee.
13. As noted in the Trustee's Statements, the Trustee will continue to provide updates and engage with Unitholders in respect of material developments. All updates from the Trustee will be announced via SGXNet.
14. In addition to the communication channels established by the Manager for Sabana Industrial REIT, Unitholders may direct their enquiries to [sabana.trustee@hsbc.com.sg](mailto:sabana.trustee@hsbc.com.sg).

**Annex A**

**TERMS OF REFERENCE OF THE INTERNALISATION COMMITTEE**

## SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 29 October 2010 under the laws of the Republic of Singapore)

### TERMS OF REFERENCE OF THE INTERNALISATION COMMITTEE

#### 1. ESTABLISHMENT OF COMMITTEE

- 1.1 It is noted that at the extraordinary general meeting of Sabana Industrial Real Estate Investment Trust ("**Sabana Industrial REIT**") held on 8 March 2024, it was resolved by the unitholders of Sabana Industrial REIT ("**Unitholders**"):

*"That the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be directed, within two weeks of this resolution, to form a committee ("**Internalisation Committee**") consisting of Mr. Imran Chng Pia Ser, Mr Lim Hock Chuan, Mr. Havard Chi Cher Pan, Mr. Low Chin Yee, Mr. Jan Frederic Moermann and Mr. Saha Anshuman Manabendranath, and the Internalisation Committee, in their capacity as the authorised representative of all unitholders, shall be consulted by the Trustee and supervise the implementation of internalisation",*

(the "**Committee Establishment Resolution**").

- 1.2 In accordance with the Committee Establishment Resolution, the Internalisation Committee (hereinafter, "the **Committee**") was established by HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of Sabana Industrial REIT (the "**Trustee**") on 21 March 2024.
- 1.3 The Committee shall be governed by these terms of reference.

#### 2. COMPOSITION

- 2.1 The Committee shall comprise of the following:

- (a) Mr. Imran Chng Pia Ser;
- (b) Mr. Lim Hock Chuan;
- (c) Mr. Havard Chi Cher Pan;
- (d) Mr. Low Chin Yee;
- (e) Mr. Jan Frederic Moermann; and
- (f) Mr. Saha Anshuman Manabendranath.

- 2.2 The members of the Committee shall at all times be Unitholders as elected and authorised by the Unitholders pursuant to the Committee Establishment Resolution. The position of a member shall be personal to such member and shall not be transferable. No member of the Committee may assign, transfer or delegate all or part of their rights or obligations in respect of the Committee.
- 2.3 A member who wishes to retire or resign from the Committee shall notify the Trustee in writing.

- 2.4 The members of the Committee shall, within one (1) week of the establishment of the Committee, appoint a Committee Representative and an alternate from amongst themselves and shall inform the Trustee by notice in writing (signed by all members) of the identity of the Committee Representative and their alternate.
- 2.5 All notices, correspondence, communications signed and/or confirmed by the Committee Representative (or their alternate) shall be deemed to be from (and consented to by) all members of the Committee without further need for verification or confirmation by the Trustee.

### 3. NATURE, ROLE AND FUNCTIONS

- 3.1 Pursuant to the Committee Establishment Resolution, the Committee shall serve as the authorised representative of all Unitholders in:
- (a) responding to the Trustee's consultations with the Committee in connection with the implementation of the internalisation of the real estate investment trust management function of Sabana Industrial REIT ("**Internalisation Implementation**"); and
  - (b) supervising the Internalisation Implementation.
- 3.2 The Committee is a consultative body with consultative and advisory functions to promote dialogue between the Unitholders and the Trustee in connection with the Internalisation Implementation. The Committee does not form part of Sabana Industrial REIT's governance or management functions and does not have governance, managerial or executive functions of any kind. Nor does the Committee and its members have any authority to (i) represent or bind Sabana Industrial REIT, or (ii) carry out any regulated and/or licensed activities for and on behalf of Sabana Industrial REIT.
- 3.3 In connection with paragraph 3.1 above, the Committee:
- (a) when consulted by the Trustee in connection with any matters relating to the Internalisation Implementation, shall provide its considered views (together with reasonable details of and basis for such views) within a reasonable timeframe for the Trustee's consideration;
  - (b) be well informed and prepared for Meetings (as defined in paragraph 4.1(a) below) and to participate constructively in the deliberations at such Meetings, towards the fulfilment of the Internalisation Implementation in the interests of all Unitholders;
  - (c) upon the reasonable request by the Trustee, the Committee Representative (or their alternate) shall participate in any engagements and meetings related to the Internalisation Implementation process that the Trustee arranges with third parties such as Sabana Real Estate Investment Management Pte. Ltd., (in its capacity as the interim manager of Sabana Industrial REIT) (the "**Manager**"), the Manager's shareholders, and/or lenders to Sabana Industrial REIT, subject to such terms and conditions for such meetings as reasonably agreed with the relevant third parties; and
  - (d) discharge its role diligently in the interests of Sabana Industrial REIT and its Unitholders.

#### **4. ENGAGEMENT WITH THE TRUSTEE**

##### **4.1. Meetings between the Committee and the Trustee**

- (a) Meetings between the Committee and the Trustee (the "**Meetings**", and each, a "**Meeting**") shall, as far as reasonable and practicable, be held twice a month on average. Additional Meetings may be called, when necessary, upon mutual agreement between the Committee and the Trustee. All requests for additional Meetings shall be submitted in writing by the requesting party to the Committee or Trustee (as the case may be), setting out the proposed agenda and reasons for the Meeting.
- (b) The Meetings shall be conducted by means of video conferencing or other methods of simultaneous communication by electronic or telegraphic means whereby all persons participating in the Meeting can see and hear each other and participation in a Meeting in this manner shall be deemed to constitute presence in person at such Meeting or in such other manner as may be agreed between the Committee and the Trustee in writing, provided that the minutes of the Meeting are prepared in accordance with paragraph 4.1(e). There shall be no video or voice recording of Meetings unless all parties in attendance of the relevant Meeting have given their prior written consent for such recording.
- (c) A representative of the Trustee shall preside over all Meetings as chairperson of such Meetings and shall have conduct of the Meeting and the order thereof.
- (d) Without prejudice to paragraph 6, prior to the start of any Meeting, each member of the Committee shall confirm that they have no Interest (as defined in paragraph 6.1 below) in the matters to be discussed at the Meeting.
- (e) A representative of the Trustee shall be the Secretary for all Meetings. The minutes shall be prepared by the Trustee and circulated to all members of the Committee for confirmation. The agreed minutes are to be signed by the Trustee and the Committee Representative (or their alternate). Any minutes duly signed by the Trustee and the Committee Representative (or their alternate) will be made available to Unitholders for inspection upon request.

##### **4.2. Notice**

- (a) Notice of each Meeting, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded by the Trustee to each member of the Committee not fewer than two (2) business days prior to the date of the Meeting. The Committee Representative (or their alternate) may, however, consent on behalf of the Committee to shorter notice whereupon the requisite period shall be waived.
- (b) The Committee Representative (or their alternate) and/or the Trustee may reasonably propose amendments, variations and/or supplement the agenda of items, and provide the reasons for such amendment, variation or supplementation.

##### **4.3. Quorum and Attendance**

- (a) The quorum for a Meeting shall be (i) the Committee Representative (or their alternate); and (ii) at least one (1) representative of the Trustee.
- (b) No person who is not a member of the Committee or a representative of the Trustee may attend any Meeting.

#### 4.4. Reporting

In addition to any disclosures required by Applicable Laws (as defined in paragraph 7.2 below), the Trustee may in its reasonable discretion report on the proceedings of any Meeting to the Unitholders by way of an announcement on SGXNet or by such other manner as the Trustee considers reasonable.

#### 4.5. Requests for Information

- (a) Subject to paragraphs 4.5(b) and 4.5(c), the Committee:
  - (i) may reasonably request for information and updates in relation to the Internalisation Implementation, to the extent that such information is available and may be disclosed by the Trustee in compliance with any applicable confidentiality obligations to third parties and Applicable Laws (as defined in paragraph 7.2 below); and
  - (ii) shall in all cases be subject to applicable confidentiality restrictions.
- (b) All requests for information and updates shall be reasonable, substantiated and solely for the purposes of the Committee discharging its role as set out in paragraph 3 above.
- (c) The Trustee shall consider all requests for information, updates and/or advice as well as participation in any meetings/discussions pursuant to this paragraph 4. In the event the Trustee, after considering in good faith, is of the view that it cannot accede to any requests for information, updates or any participation in any meetings/discussions pursuant to this paragraph 4, the Trustee shall provide the Committee with its decision as soon as reasonably practicable, and within five (5) business days of such decision, the reasons for such decision.

### 5. CONFIDENTIALITY

#### 5.1. Confidentiality

Committee members undertake not to exploit their capacity as such for their own personal or business purposes and shall treat as strictly confidential and not disclose, use or make available any information received or obtained or to which they have access arising out of or in connection with their participation in the Committee. This obligation shall remain in force for a period of three (3) years from the end of their term as a Committee member.

#### 5.2. Announcements

- (a) The Committee (whether as a Committee or as individual members in their capacity as members of the Committee) shall not make any announcement or public statement to the SGX-ST or other authorities or to the media or otherwise ("**Announcements**") concerning the Internalisation Implementation or outside the scope of its functions as set out in paragraph 3 above (for example, "business-as-usual" matters of the REIT) without the prior written approval of the Trustee. This does not apply to Committee members in any other capacity.
- (b) In the event the Committee (acting individually or collectively or in any other capacity) intends to make any Announcement in connection with or relating to the Internalisation Process (including pursuant to paragraph 5.2(a) above), the Committee shall consult the Trustee as to the contents of any such Announcement. In this regard:

- (i) the Committee shall promptly notify the Trustee no later than five (5) business days before any such Announcement is made and providing the proposed form of such Announcement; and
- (ii) the Committee shall give the Trustee a reasonable opportunity to comment on the contents of any such Announcement prior to it being made and consider the reasonable comments of the Trustee.

### 5.3. **Insider Trading**

- (a) The confidential information provided to the members of the Committee may be of a non-public or price sensitive nature ("**material non public information**" or "**MNPI**"). MNPI not otherwise covered by a confidentiality agreement cannot be shared with Committee members, and in the absence of any appropriate confidentiality agreement, Committee members will only receive publicly available information.
- (b) Without prejudice to any obligations the members of the Committee may have at law or otherwise and subject to the entry of appropriate confidentiality agreements, in the event any MNPI is shared with the members of the Committee, each member of the Committee shall not (and shall procure that any funds or entities that such member manages or advises shall not) from the date of acquisition of any such MNPI and for so long as the MNPI is not generally available to the public, purchase, acquire, sell, dispose of or otherwise deal with (or enter into any agreement or make any proposal to purchase, acquire, sell, dispose of or otherwise deal with) any of the securities of Sabana Industrial REIT.

## 6. **CONFLICTS OF INTERESTS**

- 6.1 If any member of the Committee has a direct or indirect interest in any matter which conflicts or may conflict with the interests of the Trustee (in its capacity as trustee of Sabana Industrial REIT), Sabana Industrial REIT and/or the Unitholders as a whole (such interest, an "**Interest**"), such member must promptly declare said Interest by giving written notice to each other member of the Committee and the Trustee, setting out the nature and extent of such Interest.
- 6.2 In the event a member of the Committee has an Interest in any matter, such member shall not be entitled to:
  - (a) attend or participate in any Meetings, consultations or discussions to the extent that it relates to the Interest;
  - (b) receive any information or advice (including pursuant to paragraph 4.5) received by the other members of the Committee on matters that relate to the Interest; and
  - (c) be counted in a quorum at a Meeting on matters that relate to the Interest.
- 6.3 In the event the Trustee, after considering in good faith, decides that any member of the Committee has an Interest in any matter and is accordingly subject to the provisions of paragraph 6.2, the Trustee shall inform the Committee of its decision as soon as reasonably practicable, and provide to the Committee, within five (5) business days of such decision, the reasons for such decision.

## **7. LIMITATIONS**

- 7.1 The Committee shall not direct or control the acts of the Trustee in any respect. The Trustee remains supervised and regulated solely by the Monetary Authority of Singapore ("**MAS**").
- 7.2 The Trustee shall not be obliged to implement any recommendations or proposals submitted by the Committee which is in conflict of or contravenes the trust deed of Sabana Industrial REIT ("**Trust Deed**") or any legislation, laws (including common law), regulations, codes, rules (including without limitation, the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Code of Collective Investment Schemes issued by the MAS (including Appendix 6 of such Code)) or rulings, orders or any form of decisions issued by, or requirements of any governmental authority or any statutory, regulatory or supervisory bodies (including without limitation, the SGX-ST and the MAS) or any court or tribunal with competent jurisdiction, whether in Singapore or elsewhere, as amended or modified from time to time, and shall for the avoidance of doubt include any notices, directions, guidelines and/or requirements issued or imposed by, and/or agreed with, the MAS or such other governmental authority which Sabana Industrial REIT is subject to (collectively, "**Applicable Laws**").
- 7.3 In the event the Trustee, after considering in good faith, decides not to implement any recommendation or proposal by the Committee (such as, by way of example and for illustrative purposes only, where such recommendation or proposal leads to a breach of or non-compliance with Applicable Laws or falls outside the scope of the Committee Establishment Resolution), the Trustee shall inform the Committee of its decision as soon as reasonably practicable, and provide to the Committee, within five (5) business days of such decision, the reasons for such decision.

## **8. FEES AND EXPENSES**

The Committee and its members shall serve without payment of any costs, fees or expenses.

## **9. DISSOLUTION OF THE COMMITTEE**

The Committee shall be automatically dissolved upon the earlier of:

- (a) notice from all members of the Committee to the Trustee or notice from the Trustee to the Committee of the completion or the discontinuation (as the case may be) of the Internalisation Implementation;
- (b) the Committee having no remaining members; and
- (c) the passing of any resolution by the Unitholders for the dissolution of the Committee.

## **10. GENERAL**

These Terms of Reference may from time to time be amended as required, subject to the approval of the Trustee.

Approved by the Trustee on 21 March 2024.