



## ESR-REIT

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

*Note: This is a printed copy of the letter to unitholders of ESR-REIT ("**Unitholders**") published on SGXNET and on ESR-REIT's website at [www.esr-reit.com.sg](http://www.esr-reit.com.sg), on 1 April 2025 (the "**Letter to Unitholders**"). This printed copy has been sent to Unitholders solely for their information and convenience. Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Notice of Annual General Meeting (the "**Notice of AGM**") and the Notice of Extraordinary General Meeting (the "**Notice of EGM**") both dated 1 April 2025.*

1 April 2025

Dear Valued Unitholders,

### **ESR-REIT – CONDUCT OF ANNUAL GENERAL MEETING ("AGM") AND EXTRAORDINARY GENERAL MEETING ("EGM")**

ESR-REIT will be conducting the AGM at Suntec Singapore Convention & Exhibition Centre, Level 4, Hall 406, 1 Raffles Boulevard, Singapore 039593 on 23 April 2025 (Wednesday) at 10.00 a.m. (Singapore time), to consider and, if thought fit, to pass, with or without modifications, the following resolutions to be proposed at the AGM: (1) to receive and adopt the report issued by Perpetual (Asia) Limited, as trustee of ESR-REIT, the statement issued by ESR-REIT Management (S) Limited, as manager of ESR-REIT (the "**Manager**"), and the audited financial statements of ESR-REIT for the financial year ended 31 December 2024 together with the independent auditors' report to Unitholders thereon; (2) to re-appoint Ernst & Young LLP as Auditor of ESR-REIT to hold office until the conclusion of the next AGM, and to authorise the directors of the Manager to fix their remuneration; (3) to authorise the Manager to issue units in ESR-REIT ("**Units**") and to make or grant convertible instruments; and (4) to authorise the Manager to repurchase or otherwise acquire Units for and on behalf of ESR-REIT pursuant to the Unit Buy-Back Mandate (as defined in the Notice of AGM).

ESR-REIT will be conducting the EGM 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 to be held at 10.00 a.m. on the same day is concluded or adjourned), to consider and, if thought fit, to pass, with or without modifications, the following resolution: the proposed consolidation of every ten (10) Units held as at the record date into one (1) consolidated unit.

## **No Despatch of Printed Copies of ESR-REIT's Annual Report 2024, the UBB Circular and the Unit Consolidation Circular**

Printed copies of ESR-REIT's Annual Report 2024, the circular to Unitholders (in relation to the proposed renewal of the Unit Buy-Back Mandate) (the "**UBB Circular**") and the circular to Unitholders (in relation to the proposed unit consolidation) (the "**Unit Consolidation Circular**") will **not** be despatched to Unitholders, unless otherwise requested. For Unitholders' convenience, printed copies of this Letter to Unitholders, the Notice of AGM, the proxy form for the AGM (the "**AGM Proxy Form**"), the Notice of EGM, the proxy form for the EGM (the "**EGM Proxy Form**") and the request form for Unitholders to request for a printed copy of ESR-REIT's Annual Report 2024, the UBB Circular and the Unit Consolidation Circular (the "**Request Form**") have been despatched to Unitholders. Unitholders who wish to request for printed copies of ESR-REIT's Annual Report 2024, the UBB Circular and the Unit Consolidation Circular will need to complete and return the Request Form, by sending it back by post to the address stated on the overleaf on the Request Form or by emailing it to [srs.requestform@boardroomlimited.com](mailto:srs.requestform@boardroomlimited.com), to reach the Manager by 9 April 2025 (Wednesday), 5.00 p.m..

**Documents and information relating to the AGM (including the Notice of AGM, ESR-REIT's Annual Report 2024, the UBB Circular and the AGM Proxy Form) and the EGM (including the Notice of EGM, the Unit Consolidation Circular and the EGM Proxy Form) are available on ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html>, and on SGXNET via the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>.**

## **Conduct of the AGM and the EGM**

Unitholders, proxies, investors who hold Units through the Central Provident Fund ("**CPF**") or the Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") and persons and entities who hold Units through a Relevant Intermediary (as defined below) ("**Relevant Intermediary Unitholders**"), who intend to attend the AGM and/or the EGM must:

- bring their original NRIC/Passport for verification and registration on the day of the meetings; and
- comply with all safety measures put in place by the building management,

failing which they may not be admitted into or may be asked to leave the AGM and/or the EGM.

## **Submission of Questions in Advance of the AGM and/or the EGM:**

- (a) All Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders will be able to submit questions in advance of, or at, the AGM and the EGM;

- (b) In addition, all Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders can and are strongly encouraged to submit questions relating to the business of the AGM in advance of the AGM and to submit questions relating to the business of the EGM in advance of the EGM up till **11 April 2025 (Friday), 5.00 p.m.**, in the following manner:
- (i) Unitholders may submit their questions via email to [ir@esr-reit.com.sg](mailto:ir@esr-reit.com.sg) or by post addressed to Investor Relations at 5 Temasek Boulevard #12-09 Suntec Tower Five Singapore 038985. Submission electronically by email is strongly encouraged; and
  - (ii) Relevant Intermediary Unitholders (including CPF/SRS investors) may submit questions through their Relevant Intermediary (CPF Agent Banks/SRS Operators), who in turn should submit a consolidated list of questions to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teame@boardroomlimited.com](mailto:srs.teame@boardroomlimited.com).
- (c) Unitholders, CPF/SRS investors and Relevant Intermediary Unitholders who submit questions in advance of the AGM and/or the EGM should provide the following information to the Manager (or, in the case of Relevant Intermediary Unitholders, their Relevant Intermediary) for verification purposes:
- (i) your full name;
  - (ii) your address, contact number and email; and
  - (iii) the manner in which you hold Units (if you hold Units directly, please provide your CDP account number; otherwise, please state if you hold your Units through CPF or SRS, or are a Relevant Intermediary Unitholder).
- (d) The Manager will address all substantial and relevant questions received in advance and relating to the AGM and the EGM, via an announcement on SGXNET via the SGX-ST's website at <https://www.sgx.com/securities/company-announcements> and ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html>, by **18 April 2025 (Friday), 10.00 a.m.** (being 48 hours prior to the closing date and time for the lodgement of AGM Proxy Forms). Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.
- (e) Any substantial and relevant questions or follow-up questions received after the submission deadline which have not been addressed prior to the AGM and the EGM, as well as those substantial and relevant questions received at the AGM and/or the EGM itself, will be addressed during the AGM and/or the EGM.
- (f) The Manager will publish the minutes for both the AGM and the EGM on ESR-REIT's website and on SGXNET within one month after the AGM and the EGM, and the minutes will include the responses to substantial and relevant comments or queries from Unitholders relating to the agenda of the AGM and the EGM respectively, and responses from the Manager.

### **Voting by Unitholders:**

Unitholders who wish to exercise their voting rights at the AGM and/or the EGM may:

- (a) (where the Unitholder is an individual) attend, speak and vote at the AGM or (as the case may be) the EGM in person;
- (b) (where the Unitholder is an individual or a corporate) appoint proxy(ies) (other than the Chairperson of the AGM or (as the case may be) the Chairperson of the EGM) to attend, speak and vote at the AGM or (as the case may be) the EGM on their behalf; and
- (c) (where the Unitholder is an individual or a corporate) appoint the Chairperson of the AGM or (as the case may be) the Chairperson of the EGM as proxy to vote on their behalf.

Live voting will be conducted during the AGM and the EGM.

Unitholders who wish to appoint proxy(ies) (other than the Chairperson of the AGM or (as the case may be) the Chairperson of the EGM) to attend, speak and vote at the AGM or (as the case may be) the EGM on their behalf must complete and submit the AGM Proxy Form or (as the case may be) the EGM Proxy Form in accordance with the instructions below.

Duly completed AGM Proxy Forms and EGM Proxy Forms must be deposited with ESR-REIT:

- (i) via post to the office of the Unit Registrar of ESR-REIT at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) via email to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com) (by enclosing a clear, scanned, completed and signed Proxy Form in PDF).

**Note:** Please refer to the Notes to the AGM Proxy Form and the Notes to the EGM Proxy Form for additional documentary requirements in the event the AGM Proxy Form and/or the EGM Proxy Form is signed by an attorney or duly authorised officer or executor(s) on behalf of a deceased individual's estate.

AGM Proxy Forms must be received by ESR-REIT by **20 April 2025 (Sunday), 10.00 a.m.** (being 72 hours before the time appointed for the holding of the AGM). EGM Proxy Forms must be received by ESR-REIT by **20 April 2025 (Sunday), 12.00 p.m.** (being 72 hours before the time appointed for the holding of the EGM). The AGM Proxy Form and EGM Proxy Form can be downloaded from ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html> or the SGX-ST's website <https://www.sgx.com/securities/company-announcements>. In the proxy forms, a Unitholder should specifically direct the proxy on how he/she is to vote for, vote against, or abstain from voting on, each of the resolutions to be tabled at the AGM and/or the EGM. All valid votes cast via proxy on each resolution will be counted. If no specific direction as to voting is given, the proxy (including the Chairperson of the AGM and/or the Chairperson of the EGM) may vote or abstain from voting at his/her discretion.

Completion and submission of the AGM Proxy Form or (as the case may be) the EGM Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the AGM or (as the case may be) the EGM. Any appointment of a proxy or proxies (including the Chairperson of the AGM or (as the case may be) the Chairperson of the EGM) shall be deemed to be revoked if a Unitholder attends the AGM or (as the case may be) the EGM, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the AGM Proxy Form and/or the EGM Proxy Form to the AGM and/or the EGM, respectively.

A Unitholder (who is not a Relevant Intermediary) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the number of Units to be represented by each proxy.

A Unitholder who is a Relevant Intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints two or more proxies, the appointments shall be invalid unless such Unitholder specifies the number of Units to be represented by each proxy.

In this Letter to Unitholders, “**Relevant Intermediary**” means:

- (A) a banking corporation licensed under the Banking Act 1970 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;
- (B) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds Units in that capacity; or
- (C) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Unitholders are strongly encouraged to submit completed AGM Proxy Forms and EGM Proxy Forms via email. Please refer to the AGM Proxy Form and the EGM Proxy Form for further information.**

**Voting by Relevant Intermediary Unitholders and CPF/SRS investors:**

**Relevant Intermediary Unitholders and CPF/SRS investors who wish to vote at the AGM and/or the EGM should approach their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators as soon as possible. In the case of CPF/SRS investors, they must do so at least seven working days before the meeting (i.e. by 10 April 2025 (Thursday), 5.00 p.m.).**

Relevant Intermediary Unitholders and CPF/SRS investors may:

- (a) attend, speak and vote at the AGM and/or the EGM, if they are appointed as proxies by their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators; and
- (b) specify their voting instructions to/arrange for their votes to be submitted with their respective Relevant Intermediaries/CPF Agent Banks/SRS Operators (in the case of CPF/SRS investors, by the deadline specified in the table below).

The table below sets out the key dates/deadlines which Unitholders should take note of:

Key Dates	Actions
10 April 2025 (Thursday), 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 AGM and/or 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), 5.00 p.m.	<p>Deadline for all Unitholders to submit questions in advance of the AGM and/or the EGM in relation to the resolutions tabled at the AGM and/or the EGM.</p> <p>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), 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 in relation to the AGM and the EGM.</p>
20 April 2025 (Sunday), 10.00 a.m.	<p>Deadline for all Unitholders to complete and submit the AGM Proxy Forms. Duly completed AGM Proxy Forms must be deposited:</p> <ul style="list-style-type: none"> <li>via post to the Unit Registrar's office; or</li> <li>via email to <a href="mailto:srs.proxy@boardroomlimited.com">srs.proxy@boardroomlimited.com</a> (by enclosing a clear, scanned, completed and signed AGM Proxy Form in PDF).</li> </ul>
20 April 2025 (Sunday), 12.00 p.m.	<p>Deadline for all Unitholders to complete and submit the EGM Proxy Forms. Duly completed EGM Proxy Forms must be deposited:</p> <ul style="list-style-type: none"> <li>via post to the Unit Registrar's office; or</li> <li>via email to <a href="mailto:srs.proxy@boardroomlimited.com">srs.proxy@boardroomlimited.com</a> (by enclosing a clear, scanned, completed and signed EGM Proxy Form in PDF).</li> </ul>
23 April 2025 (Wednesday), 10.00 a.m.	<p>Unitholders, proxies, CPF/SRS investors and Relevant Intermediary Unitholders who intend to attend the AGM must bring their original NRIC/Passport for verification and registration on the day of the AGM.</p>
23 April 2025 (Wednesday), 12.00 p.m. (or as soon thereafter as the AGM 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 EGM must bring their original NRIC/Passport for verification and registration on the day of the EGM.</p>

Unitholders should note that the manner of conduct of the AGM and the EGM may be subject to further changes at short notice. Unitholders are advised to check ESR-REIT's website at <https://esr-reit.listedcompany.com/meetings.html> and SGXNET regularly for updates. Alternatively, Unitholders may sign up for email alerts at ([https://esr-reit.listedcompany.com/email\\_alerts.html](https://esr-reit.listedcompany.com/email_alerts.html)) to receive the latest updates.

Thank you.

Yours sincerely,

**Adrian Chui**

Chief Executive Officer and Executive Director

**ESR-REIT Management (S) Limited**

(as manager of ESR-REIT)

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