



(a real estate investment trust constituted on 13 December 2012  
under the laws of the Republic of Singapore)

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## ANNOUNCEMENT NOTICE OF DATE OF FIRST COURT HEARING

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### 1. INTRODUCTION

SB REIT Management Pte. Ltd., as manager of Soilbuild Business Space REIT ("**SB REIT**", and the manager of SB REIT, the "**SB Manager**"), refers to the joint announcement dated 14 December 2020 (the "**Joint Announcement**") issued by the SB Manager and Clay Holdings III Limited (the "**Offeror**"), in relation to the proposed acquisition (the "**Proposed Acquisition**") of all the issued units in SB REIT ("**SB Units**") by the Offeror to be effected by way of a trust scheme of arrangement (the "**Trust Scheme**") in accordance with the Singapore Code on Take-overs and Mergers.

*Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Joint Announcement.*

### 2. FIRST COURT HEARING DATE

As stated in the Joint Announcement, the Trust Scheme is required to be approved by the holders of SB Units ("**SB Unitholders**") at a Trust Scheme Meeting to be convened.

Leave of Court is required to convene the Trust Scheme Meeting. In this regard, an application in HC/OS 60/2021 (the "**Application**") has been filed with the Court for leave to convene the Trust Scheme Meeting in the manner set out in the Application, which includes, *inter alia*, an application to convene, hold and conduct the Trust Scheme Meeting, whether wholly or partly, by electronic means, in the event the Trust Scheme Meeting is convened, held and conducted during the period of time when the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**COVID-19 Order**") is in effect and applies to relevant unit trusts (as defined in the COVID-19 Order) or such other manner as the Court deems fit.

The SB Manager wishes to inform the SB Unitholders that the Court has directed that the Application be fixed for hearing at 10.00 a.m. on 8 February 2021<sup>1</sup>.

### 3. DOCUMENTS FOR INSPECTION

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<sup>1</sup> Any SB Unitholder who wishes to attend the hearing in respect of the Application is requested to inform the SB Manager's solicitors, Rajah & Tann Singapore LLP of 9 Straits View #06-07, Marina One West Tower, Singapore 018937 by way of notice in writing of its intention to do so by no later than 12.00 noon on 3 February 2021.

A copy of the Application will be made available for inspection<sup>2</sup> during normal business hours at the registered office of the SB Manager at 23 Defu South Street 1, Soilbuild Prefab Innovation Hub, Singapore 533847 from the date of this Announcement up to (and including) 8 February 2021.

#### **4. RESPONSIBILITY STATEMENT**

The directors of the SB Manager (including any director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement which relate to SB REIT and/or the SB Manager (excluding information relating to the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to SB REIT or the SB Manager have been omitted from this Announcement, and the directors of the SB Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror), the sole responsibility of the directors of the SB Manager has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the SB Manager do not accept any responsibility for any information relating to the Offeror or any opinion or rationale expressed by the Offeror.

By Order of the Board

**SB REIT MANAGEMENT PTE. LTD.**

(Company Registration No. 201224644N)

As Manager of Soilbuild Business Space REIT

Mr Roy Teo  
Chief Executive Officer

24 January 2021

*Any queries relating to this Announcement, the Acquisition or the Trust Scheme should be directed to:*

**SB REIT Management Pte. Ltd.**

Mr Lawrence Ang, Investor Relations

Email: [lawrence.ang@soilbuild.com](mailto:lawrence.ang@soilbuild.com)

Tel: +65 6415 7351

**DBS Bank Ltd.**

as Financial Adviser to the SB Manager

Tel: +65 6878 6347

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<sup>2</sup> Prior appointment is required in light of the COVID-19 situation. Please contact SB REIT's Investor Relations, Mr. Lawrence Ang at +65 6415 7351 (during office hours) or by email to [lawrence.ang@soilbuild.com](mailto:lawrence.ang@soilbuild.com).

## **IMPORTANT NOTICE**

The value of the SB Units and the income derived from them may fall as well as rise. The SB Units are not obligations of, deposits in, or guaranteed by, the SB Manager, the SB Trustee or any of its affiliates.

An investment in the SB Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the SB Manager redeems or purchases its SB Units while the SB Units are listed. It is intended that SB Unitholders may only deal in their SB Units through trading on the SGX-ST. Listing of the SB Units on the SGX-ST does not guarantee a liquid market for the SB Units.

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for SB Units.

The past performances of SB REIT and the SB Manager are not necessarily indicative of their respective future performances.

This Announcement may contain forward-looking statements that involve assumptions, 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 other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. None of SB REIT, the SB Manager, their respective affiliates or any of their respective directors, officers, partners, employees, agents, representatives, advisers or legal advisers assumes any responsibility to amend, modify, revise or update publicly any forward-looking statements.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the view of the SB Manager of future events.