Soilbuild Business Space REIT

(Company Registration No. 201224644N)

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

7 March 2018

To: The unitholders of Soilbuild Business Space REIT

Dear Sir/Madam

1 INTRODUCTION

1.1 Summary

We refer to proposed Extraordinary Resolution 4 under the "Special Business" section of the notice dated 7 March 2018 convening the annual general meeting of Soilbuild Business Space REIT ("**Soilbuild REIT**") to be held at Raffles City Convention Centre (Atrium Ballroom), 80 Bras Basah Road, Singapore 189560 on Thursday, 29 March 2018 at 2.30 p.m. ("**AGM**").

Extraordinary Resolution 4 relates to the proposed supplement to the trust deed dated 13 December 2012 constituting Soilbuild REIT, (as amended, varied or supplemented from time to time) (the "**Trust Deed**") to include provisions regarding communications of notices and documents to Unitholders in the manner set out in **Annex A** of this Letter (the "**Proposed Communications Trust Deed Supplement**").

1.2 This Letter

The purpose of this Letter is to provide Unitholders with information relating to the above proposal which will be tabled at the AGM.

1.3 Advice to Unitholders

Unitholders should note that by approving the resolution in relation to the Proposed Communications Trust Deed Supplement, they are also deemed to have approved to have SB REIT Management Pte. Ltd., as manager of Soilbuild REIT (the "**Manager**"), adopt the use of the Implied Consent Regime (as defined herein) and the Deemed Consent Regime (as defined herein), subject to compliance with all applicable laws, rules and regulations, including any rules which may be introduced by the Monetary Authority of Singapore ("**MAS**") or the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

(See "The Proposed Communications Trust Deed Supplement" in paragraph 2 of this Letter for further details.)

If a Unitholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

1.4 SGX-ST

SGX-ST assumes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Letter.

2 THE PROPOSED COMMUNICATIONS TRUST DEED SUPPLEMENT

2.1 Background

In connection with the amendments to the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") as set out in the Companies (Amendment) Act 2014, companies are allowed to send notices and documents electronically to their shareholders if the constitution of the company provides for and specifies the manner in which electronic communications are to be used. Further, notices or documents may be sent by way of electronic communications to shareholders with the express, deemed or implied consent of the shareholders in accordance with the constitution of the company.

On 11 January 2016, the SGX-ST published a consultation paper on the "Listing Rules Amendments to Align with Changes to the Companies Act" (the "**SGX-ST Consultation Paper**") which, among other things, proposed to allow issuers to electronically transmit certain types of notices and documents if express consent or deemed consent of the shareholders is obtained and subject to certain safeguards. The purpose of the proposed amendments to the listing rules of the SGX-ST (the "**Listing Rules**") as set out in the SGX-ST Consultation Paper was to align the Listing Rules with the amendments to the Companies Act which came into effect on 3 January 2016. In addition, the SGX-ST Consultation Paper also requested feedback from the public as to whether listed issuers should be allowed to rely on implied consent of shareholders to electronically transmit certain types of notices and documents.

Following feedback received by the SGX-ST in response to the SGX-ST Consultation Paper, the SGX-ST amended the Listing Rules to allow listed issuers to electronically transmit certain types of notices and documents with the express, deemed or implied consent of the shareholders (or Unitholders, in the case of a listed real estate investment trust ("**REIT**") such as Soilbuild REIT) in accordance with the constituent document of the listed issuer, subject to the safeguards set out in the amended Listing Rules.

The revised Code on Collective Investment Schemes which took effect on 1 January 2018 allows REITs to send annual reports to unitholders by electronic means.

Although Soilbuild REIT is not bound by the Companies Act, it is nonetheless bound by the Listing Rules as a listed REIT. Consequently, the Manager wishes to amend the Trust Deed to adopt certain provisions of the Listing Rules to allow for the electronic transmission of notices and documents in relation to Soilbuild REIT.

Soilbuild REIT will comply with all applicable laws, rules and regulations in the implementation of the electronic communications regime, including any rules that may be introduced by the MAS in relation to the electronic communications regime.

2.2 Electronic Communications Regime

Unitholders would have expressly consented to the use of electronic communications of notices and documents if the Unitholder expressly agrees that notices and documents may be given, sent or served to him using electronic communications (the "**Express Consent Regime**").

Unitholders are subject to the deemed consent regime in relation to the use of electronic communications of notices and documents if the Trust Deed (i) provides for the use of electronic communications; (ii) specifies the manner in which the electronic communications is to be used; and (iii) specifies that Unitholders will be given an opportunity to elect within a specified period of time (the "**Specified Time**"), whether to receive such notice or document by way of electronic communications or as a physical copy and within that Specified Time, the Unitholder does not make an election (the "**Deemed Consent Regime**").

Unitholders are subject to the implied consent regime in relation to the use of electronic communications of notices and documents if the Trust Deed (i) provides for the use of electronic communications, (ii) specifies the manner in which the electronic communications is to be used, and (iii) provides that the Unitholders shall agree to receive such notice or documents by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document (the "**Implied Consent Regime**" and together with the Express Consent Regime and the Deemed Consent Regime, the "**Consent Regimes**"). In line with the safeguards applicable under Rule 1210 of the Listing Rules, the Consent Regimes do not apply to (i) forms or acceptance letters that Unitholders may be required to complete; (ii) notice of meetings, excluding circulars or letters referred in that notice; (iii) notices and documents relating to take-over offers; (iv) notices or documents relating to rights issues, (v) notices and documents that the unitholder has requested a physical copy of, and (vi) physical notification to unitholders relating to website publications.

UNITHOLDERS SHOULD NOTE THAT BY APPROVING THE RESOLUTION IN RELATION TO THE PROPOSED COMMUNICATIONS TRUST DEED SUPPLEMENT, THEY ARE ALSO DEEMED TO HAVE APPROVED TO HAVE THE MANAGER ADOPT THE USE OF THE IMPLIED CONSENT REGIME AND/OR THE DEEMED CONSENT REGIME, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS, RULES AND REGULATIONS, INCLUDING ANY RULES WHICH MAY BE INTRODUCED BY THE MAS.

2.3 The Proposed Communications Trust Deed Supplement

In connection with the foregoing, and subject to the approval of Unitholders, the Manager proposes to amend the Trust Deed in the form of a supplemental deed to include provisions regarding electronic communications for notices or documents, given, sent or served to Unitholders of Soilbuild REIT.

2.4 Rationale for the Proposed Communications Amendments

The Manager intends to utilise the electronic transmission of documents to give, send or serve certain notices and documents of Soilbuild REIT to its Unitholders. The Manager believes that the Proposed Communications Trust Deed Supplement will provide the

Manager with the flexibility to reduce costs and increase operational efficiency and speed in communications for Soilbuild REIT.

2.5 Safeguards to Unitholders

In line with the safeguards introduced by the SGX-ST in the Listing Rules, the Manager proposes to amend the Trust Deed to adopt the electronic communications safeguards set out therein as well.

The Trust Deed includes the following amendments to comply with the requirements of the Listing Rules:

2.5.1 Unitholders may request for physical copy of any Notice or Document sent by Electronic Communications

Where the Manager chooses to transmit documents by way of electronic communications, the Manager will in compliance with the safeguards introduced by the SGX-ST in the Listing Rules inform Unitholders as soon as practicable of how to request a physical copy of that document from the Manager, and the Manager will provide a physical copy of that document upon such request.

2.5.2 Separate Notice to Unitholders when Making Documents Available on a Website

Where the Manager chooses to transmit documents by making them available on a website, the Manager will, in compliance with the safeguards introduced by the SGX-ST in the Listing Rules, separately provide a physical notice to Unitholders notifying them of, *inter alia*, the publication of the document on the website and the manner in which the document may be accessed.

2.5.3 Certain Notices or Documents Excluded from Electronic Communications

In line with the safeguards introduced by the SGX-ST in the Listing Rules, notices or documents relating to forms or acceptance letters that Unitholders may be required to complete, meetings, take-over offers and rights issues will not be transmitted by electronic means.

2.5.4 Separate Notice to Unitholders before Sending any Notice or Document by Electronic Communications under Deemed Consent Regime

Following is applicable only to Deemed Consent Regime: Should the Manager implement the Deemed Consent Regime, before sending any notice or document to Unitholders who are deemed to have consented to receive notices or documents by way of electronic communications, the Manager will give a separate notice in writing to Unitholders stating that (i) the Unitholders have a right to elect, within a time specified in the notice, to receive notices and documents either electronically or by way of a physical copy; (ii) if a Unitholder does not make an election, notices and documents will be sent to the Unitholder electronically; (iii) electronic communications will be used in the manner specified in the Trust Deed; (iv) the Unitholder's election is a standing election, but the Unitholder may make a fresh election at any time; and (v) the Unitholders' latest election to receive notices and documents will prevail over the Unitholders' earlier elections.

2.5.5 Unitholders may Make Fresh Elections under Deemed Consent Regime

Following is applicable only to Deemed Consent Regime: In addition, should the Manager implement the Deemed Consent Regime, the Manager would allow Unitholders to make a fresh election at any time and the Unitholders' latest election as to whether to receive notices or documents by way of electronic communications or as a physical copy will prevail.

3 DIRECTORS' RECOMMENDATIONS

Having considered the relevant factors, including the rationale for the Proposed Communications Trust Deed Supplement as set out in paragraph 2 of this Letter, the Directors recommend that Unitholders vote at the AGM in favour of the resolution relating to the Proposed Communications Trust Deed Supplement.

4 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposed Communications Trust Deed Supplement, Soilbuild REIT and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter 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 Letter in its proper form and context.

5 DOCUMENT ON DISPLAY

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

Yours faithfully

SB REIT Management Pte. Ltd.
(Company Registration No: 201224644N)
as manager of Soilbuild REIT

CHONG KIE CHEONG
Chairman and Non-Executive Independent Director

IMPORTANT NOTICE

This Letter does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of Soilbuild REIT in Singapore or any other jurisdictions. The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Unitholders 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 Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The past performance of Soilbuild REIT is not indicative of the future performance of Soilbuild REIT. Similarly, the past performance of the Manager is not indicative of the future performance of the Manager.

This Letter 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. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

GLOSSARY

%	:	Per centum or Percentage
AGM	:	The annual general meeting of Unitholders to be held at Raffles City Convention Centre (Atrium Ballroom), 80 Bras Basah Road, Singapore 189560 on Thursday, 29 March 2018 at 2.30 p.m., to approve the matters set out in the Notice of Annual General Meeting
CDP	:	The Central Depository (Pte) Limited
Companies Act	:	Companies Act, Chapter 50 of Singapore
Consent Regimes	:	The Implied Consent Regime, the Express Consent Regime and the Deemed Consent Regime.
Deemed Consent Regime	:	Shall have the meaning as ascribed to it in paragraph 2.2 of this Letter
Express Consent Regime	:	Shall have the meaning as ascribed to it in paragraph 2.2 of this Letter
Extraordinary Resolution	:	A resolution proposed and passed as such by a majority consisting of 75.0% 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
Implied Consent Regime	:	Shall have the meaning as ascribed to it in paragraph 2.2 of this Letter
Letter	:	This Letter dated 7 March 2018
Listing Rules	:	The Listing rules of the SGX-ST
Manager	:	SB REIT Management Pte. Ltd., in its capacity as manager of Soilbuild REIT
MAS		Monetary Authority of Singapore
Proposed Communications Trust Deed Supplement	:	The proposed supplement to the Trust Deed to include provisions regarding electronic communications of notices and documents to Unitholders of Soilbuild REIT in the manner set out in Annex A of this Letter
REIT	:	Real estate investment trust
SGX-ST	:	Singapore Exchange Securities Trading Limited
SGX-ST Consultation Paper	:	Consultation paper published by SGX-ST on the "Listing Rules Amendments to Align with Changes to the Companies Act"
Soilbuild REIT		Soilbuild Business Space REIT
Specified Time	:	Shall have the meaning as ascribed to it in paragraph 2.2 of this Letter
Trust Deed	:	The trust deed dated 13 December 2012 constituting Soilbuild REIT, as amended, varied, or supplemented from time to time

Unit	:	A unit representing an undivided interest in Soilbuild REIT
Unitholders	:	The registered holders for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term "**Unitholder**" shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose Securities Account with CDP is credited with Units

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

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

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

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

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Unless otherwise stated in this Letter, figures and percentages are rounded off where applicable.

ANNEX A

PROPOSED COMMUNICATIONS TRUST DEED SUPPLEMENT

The proposed form of the amendments to the Trust Deed, subject to Unitholders passing the resolution to approve the Proposed Communications Trust Deed Supplement, is as follows:

- that Clause 1.1 of the Trust Deed be amended by inserting the following definition of "Electronic Communications":

  ""**Electronic Communications**" means communications transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person):

  (i) by means of a telecommunication system (as defined in the Telecommunications Act, Chapter 323 of Singapore); or

  (ii) by other means but while in an electronic form,

  such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form;"

- that Clause 27 of the Trust Deed be amended by inserting the following Clause 27.7:

  "**27.7 Electronic Communications**

  27.7.1 Without prejudice to the provisions of Clause 27, but subject otherwise to any Listing Rules relating to Electronic Communications, any notice or document (including, without limitation, any accounts, balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under this Deed, or by the Trustee and/or the Manager, to a Holder may be given, sent or served using Electronic Communications:

  (i) to the current address of the Holder; or

  (ii) by making it available on a website prescribed by the Manager from time to time,

  in accordance with the provisions of this Deed, the Listing Rules, applicable laws, rules and regulations (including the Code[1]) and any other applicable rules of any other relevant Recognised Stock Exchange on which the Trust may be Listed. Notwithstanding anything to the contrary:

  (a) forms or acceptance letters that Holders may be required to complete;

  (b) notice of meetings of Holders, excluding any circulars or letters referred in that notice;

  (c) any notice or document relating to any take-over offer of the Trust;

  (d) any notice or document relating to any rights issue by the Trust; or

1 "**Code**" in the context of this Annex A refers to the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore pursuant to section 321 of the Securities and Futures Act (Chapter 289 of Singapore) last revised on 15 December 2017.

(e) any notice as referred to in Clauses 27.7.5(ii) and (iii),

shall not be sent or served to Holders using Electronic Communications.

27.7.2 For the purposes of Clause 27.7.1 above, a Holder shall be deemed to have agreed to receive such notice or document by way of such Electronic Communications and shall not have a right to elect to receive the physical copy of such notice or document, subject to the requirements of the Code relating to the option to request for a hardcopy of the annual report of the Trust and the requirements of the Listing Rules.

27.7.3 Notwithstanding Clause 27.7.2 and subject to the requirements of the Listing Rules, in the event that the Manager decides to adopt the deemed consent regime, it will give a Holder an opportunity to elect within a specified period of time, such time being at the discretion of the Manager, whether to receive such notice or document by way of Electronic Communications or as a physical copy, and a Holder shall be deemed to have consented to receive such notice or document by way of Electronic Communications if he was given such an opportunity and he did not make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document.

27.7.4 Where a notice or document is given, sent or served by Electronic Communications:

(i) to the current address of a person pursuant to Clause 27.7.1(i), it shall be deemed to have been duly given, sent or served at the time of transmission of the Electronic Communication by the email server or facility operated by the Manager or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the Electronic Communication was delayed or not successfully sent), unless otherwise provided under the Listing Rules and/or any other applicable regulations or procedures; and

(ii) by making it available on a website pursuant to Clause 27.7.1(ii), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website (notwithstanding any subsequent unforeseen event, including but not limited to a cyber-attack or a system failure on the website, resulting in the website being inaccessible to Holders), unless otherwise provided under the Listing Rules and/or any other applicable regulations or procedures.

27.7.5 The use of Electronic Communications pursuant to Clause 27.7.1 is subject to the following safeguards:

(i) before giving, sending or serving any notice or document by way of Electronic Communications to a Holder who is deemed to have consented pursuant to Clause 27.7.3, the Trustee and/or the

Manager must have given separate notice directly to the Holder in writing on at least one occasion that:

(a) the Holder may elect, within a time specified in the notice from the Trustee and/or the Manager to the Holder, whether to receive notices and documents by way of Electronic Communications or as a physical copy;

(b) if the Holder does not make an election, notices and documents will be given, sent or served to the Holder by way of Electronic Communications;

(c) the manner in which Electronic Communications will be used is the manner specified in the Deed;

(d) the election is a standing election, but the Holder may make a fresh election at any time to receive notices or documents by way of Electronic Communications or as a physical copy; and

(e) the Holder's election to receive notices or documents by way of Electronic Communications or as a physical copy that is conveyed to the Trustee and/or Manager last in time prevails over all previous elections as the Holder's valid and subsisting election in relation to all documents and notices to be given, sent or served to the Holder until the Holder makes a fresh election;

(ii) where a notice or document is given, sent or served to a Holder pursuant to Clause 27.7.1, the Trustee and/or the Manager shall inform the Holder as soon as practicable of how to request a physical copy of that notice or document from the Trustee and/or the Manager, and the Trustee and/or the Manager shall provide a physical copy of that notice or document upon such request; and

(iii) where a notice or document is given, sent or served to a Holder by making it available on a website pursuant to Clause 27.7.1(ii), the Manager shall as soon as practicable give separate physical notice to the Holder in accordance with the Listing Rules and/or any other applicable regulations or procedures."

27.7.6 For the purposes of this Clause 27.7, "current address" shall have the meaning ascribed to it in Section 387A(7) of the Companies Act, Chapter 50 of Singapore.

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