GENERAL ANNOUNCEMENT::APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Issuer & Securities

Issuer/ Manager

SPH REIT MANAGEMENT PTE. LTD.

Securities

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Announcement Details

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Appointment of Independent Financial Adviser

Announcement Reference

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Submitted By (Co./ Ind. Name)

Tay Zheng Yu

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please see attached announcement.

Attachments

Appointment of IFA Announcement.pdf

Total size =108K MB

SPH REIT MANAGEMENT PTE. LTD.
(Registration No: 201305497E)
(Incorporated in the Republic of Singapore)

POSSIBLE SPH REIT CHAIN OFFER

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

1. Introduction

The board of directors (the "**Board**") of SPH REIT Management Pte. Ltd., as manager of SPH REIT (the "**Manager**"), refers to:

(i) the joint announcement issued by Cuscaden Peak Pte. Ltd. ("**Cuscaden**") and Singapore Press Holdings Limited ("**SPH**") on 15 November 2021, in respect of the proposed acquisition by Cuscaden of all the issued and paid-up ordinary shares in the capital of SPH (excluding the treasury shares) from the shareholders of SPH via a scheme of arrangement pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore;

(ii) the announcement issued by the Manager on 15 November 2021 in relation to the possible chain offer for SPH REIT (the "**SPH REIT Chain Offer**"); and

(iii) the update announcement dated 7 January 2022 in respect of SPH REIT's distribution payment for the first quarter financial period from 1 September 2021 to 30 November 2021 (the "**Update Announcement**").

2. Appointment of Independent Financial Adviser

Further to the Update Announcement, the Board wishes to inform the unitholders of SPH REIT (the "**Unitholders**") that it has appointed PrimePartners Corporate Finance Pte. Ltd. (the "**IFA**") as the independent financial adviser to advise the directors of the Manager who are considered independent for the purposes of the possible SPH REIT Chain Offer (the "**Independent Directors**"). As part of its engagement, the IFA will report on the distributions that may be made by SPH REIT to Unitholders during the offer period, in accordance with Rule 25 of the Singapore Code on Take-Overs and Mergers.

As stated in the Update Announcement, SPH REIT will issue the notice of books closure date and distribution payment date announcement in respect of SPH REIT's

distribution for the first quarter financial period from 1 September 2021 to 30 November 2021 ("**1Q FY2022**") after the IFA and auditor of SPH REIT have completed their respective reports on SPH REIT's distribution for 1Q FY2022 (the "**1Q FY2022 Distribution**"). SPH REIT will make further announcements on SGXNET relation to the 1Q FY2022 Distribution in due course.

If and when the SPH REIT Chain Offer is made, a circular containing, *inter alia*, the advice of the IFA and the recommendations of the Independent Directors on the SPH REIT Chain Offer (the "**Offeree Circular**") will be sent to Unitholders within 14 days from the despatch of the offer document to be issued by or on behalf of Cuscaden in connection with the SPH REIT Chain Offer.

In the meantime, Unitholders should exercise caution when dealing in the units in SPH REIT (the "Units"), and refrain from taking any action in respect of the Units which may be prejudicial to their interests. Unitholders should consult their stockbroker, bank manager, solicitor or other professional advisers if they have any doubt about the actions they should take.

3. Responsibility Statement

The directors of the Manager (including those who have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement (the omission of which would render any statement in this Announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by SPH REIT Management Pte. Ltd.
As manager of SPH REIT
4 February 2022

IMPORTANT NOTICE

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

The value of Units and the income derived from them, if any, may fall or 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.

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 Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.