

# SGX ANNOUNCEMENT

14 February 2022



(a real estate investment trust constituted on 28 January 2019  
under the laws of the Republic of Singapore)

To: The Unitholders of Lendlease Global Commercial REIT

Dear Sir/Madam

## **ELECTRONIC DESPATCH OF CIRCULAR AND ALTERNATIVE ARRANGEMENTS RELATING TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 7 MARCH 2022**

This letter should be read with reference to the announcement of Lendlease Global Commercial REIT (“**LREIT**”) dated 14 February 2022 in relation to, *inter alia*, the proposed acquisition (the “**Acquisition**”) of the remaining interests in Jem (the “**Announcement**”) published on SGXNet and LREIT’s website. Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Announcement.

1. **Background:** Lendlease Global Commercial Trust Management Pte. Ltd., in its capacity as manager of LREIT (the “**Manager**”), refers to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”), as amended, which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts.
2. **Electronic despatch of Circular (as defined herein):** Further to the Announcement, the Manager wishes to announce that LREIT has issued a circular to holders of units in LREIT (“**Units**”, and the holders of Units, the “**Unitholders**”) dated 14 February 2022 (the “**Circular**”) which contains, among others, a notice of the extraordinary general meeting to be held on 7 March 2022 (the “**EGM**”, and the notice of EGM, the “**Notice of EGM**”) and the proxy form for the EGM (the “**Proxy Form**”) for the purpose of seeking Unitholders’ approvals in connection with, *inter alia*, the proposed Acquisition.

As permitted by the Order, the Circular has been despatched solely by electronic means via publication on the website of LREIT at the URL <https://www.lendleaseglobalcommercialreit.com/newsroom/> and has also been made available on the website of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Circular will not be sent to Unitholders.

A Unitholder will need an internet browser and PDF reader to view the Circular on the websites of LREIT and SGX-ST.

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Unitholders are advised to read the Circular carefully in order to decide whether they should vote in favour of or against the resolutions set out in the Notice of EGM.

Pursuant to Rule 917(4)(a)(ii) of the Listing Manual of the SGX-ST and based on the opinion of Deloitte & Touche Corporate Finance Pte Ltd, being the independent financial adviser, the Audit and Risk Committee of the Manager has disclosed its views on the proposed Acquisition and the related issue of Consideration Units in the Circular.

3. **Date, time and conduct of EGM:** The Manager wishes to announce that pursuant to the Order, the EGM will be convened and held by way of electronic means, on Monday, 7 March 2022 at 10.00 a.m. (Singapore time).

A virtual information session facilitated and moderated by Securities Investors Association (Singapore) (“SIAS”, and the virtual information session, the “VIS”) will also be held for Unitholders, CPF / SRS investors and persons who hold Units through relevant intermediaries (as defined below) (collectively, “Unitholders and Investors”) prior to the EGM, at 6.00 p.m. on 24 February 2022, where the Manager will endeavour to address all substantial and relevant questions received by 21 February 2022 from Unitholders and Investors in relation to the ordinary resolutions to approve the proposed transactions as set out in the Notice of EGM. Unitholders and Investors will also be able to ask questions “live” via the online chat box function during the VIS.

#### Important notes regarding the VIS:

- (i) Unitholders are required to submit an e-copy of their latest proof of their unitholdings in LREIT (“LREIT Unitholdings”) for verification purposes when they pre-register for the VIS, failing which, they will not be permitted to join the live webcast.
- (ii) The login details will be provided in the confirmation email. Each set of login details will only allow **one person to login during the live webcast**. Multiple logins using the same set of login details is not allowed.
- (iii) Unitholders are **not permitted to appoint a proxy** to join the live webcast on their behalf.
- (iv) Unitholders who hold Units through nominee accounts are required to submit an **e-copy of their proof of LREIT Unitholdings** when they pre-register for the VIS (for example, a letter from the nominee bank), failing which, they will not be permitted to join the live webcast.
- (v) A Unitholder who is a **corporation may appoint one representative** by submitting an **authorisation letter (on the corporation’s letterhead)** and indicate the details as required during the pre-registration process.

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By providing their contact details, Unitholders agree that their personal data may be collected, used and disclosed by SIAS, LREIT and its service providers, agents and authorised representatives for all purposes in connection with the communication of the proposed Acquisition and for investor relations communications (including the VIS) only.

The Manager's Chairman, Ms Ng Hsueh Ling, and Chief Executive Officer, Mr Kelvin Chow, will conduct the proceedings of the EGM. The Manager will endeavour to address all substantial and relevant questions received in advance of the EGM from the Unitholders, prior to or during the EGM.

4. **Notice of EGM and Proxy Form:** Printed copies of the Notice of EGM and the Proxy Form will be sent to Unitholders and will also be made available on LREIT's website at the URL <https://www.lendleaseglobalcommercialreit.com/newsroom/>, and on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
5. **No personal attendance at EGM:** Due to the current COVID-19 situation in Singapore, **Unitholders will not be able to attend the EGM in person.**
6. **Alternative arrangements for participation at the EGM:** Unitholders and CPF and SRS investors may participate in the EGM electronically via the following arrangements:
  - (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream;
  - (ii) submitting questions (if any) in advance of the EGM; and/or
  - (iii) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM.

Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions (if any) to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions prior to or during the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM.

**Persons who hold Units through relevant intermediaries:** Persons who hold Units through relevant intermediaries (as defined below), excluding CPF and SRS investors, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary

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arrangements for them to participate in the EGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 24 February 2022.

“**relevant intermediary**” means:

- (i) 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;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds Units in that capacity; or
- (iii) 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 Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

7. **Key dates/deadlines:** The table below sets out the key dates/deadlines for Unitholders and CPF and SRS investors to note:

Key Dates	Actions
14 February 2022 (Monday)	Unitholders and CPF and SRS investors may begin to: <ul style="list-style-type: none"> <li>• pre-register at the URL <a href="https://www.lendleaseglobalcommercialreit.com/">https://www.lendleaseglobalcommercialreit.com/</a> for the live audio-visual webcast/live audio-only stream of the EGM proceedings;</li> <li>• submit questions (if any) in advance; and</li> <li>• pre-register for the VIS at the URL <a href="https://sias.org.sg/events/events-calendar/">https://sias.org.sg/events/events-calendar/</a>.</li> </ul>
21 February 2022 (Monday)	Deadline for Unitholders and CPF and SRS investors to submit questions in advance.
23 February 2022 (Wednesday)	Deadline for Unitholders and CPF and SRS investors to pre-register for the VIS.
5.00 p.m. on 24 February 2022 (Thursday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.

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Key Dates	Actions
6.00 p.m. on 24 February 2022 (Thursday)	VIS
10.00 a.m. on 1 March 2022 (Tuesday)	<ul style="list-style-type: none"> <li>• Deadline for LREIT to address questions that were submitted in advance.</li> <li>• Deadline for publication of minutes or recording of the VIS.</li> </ul>
10.00 a.m. on 4 March 2022 (Friday)	<ul style="list-style-type: none"> <li>• Deadline for Unitholders and CPF and SRS investors to pre-register for the live audio-visual webcast/live audio only stream of the EGM proceedings.</li> <li>• Deadline for Unitholders to submit Proxy Forms.</li> </ul>
10.00 a.m. on 6 March 2022 (Sunday)	<p>Authenticated Unitholders and CPF and SRS investors will receive an email which will contain user ID and password details, as well as instructions on how to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the EGM proceedings (the “<b>Confirmation Email</b>”).</p> <p>Unitholders and CPF and SRS investors who do not receive the Confirmation Email by 10 a.m. on 6 March 2022 (Sunday), but have registered by the 4 March 2022 (Friday) deadline should contact LREIT’s Unit Registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd., via telephone at +65 6536 5355 or via email at LREIT2022@boardroomlimited.com.</p>
10.00 a.m. on 7 March 2022 (Monday)	<ul style="list-style-type: none"> <li>• Click on the link in the Confirmation Email and enter the user name and password to access the live audio-visual webcast of the EGM proceedings; or</li> <li>• Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings.</li> </ul>

8. **Further information:** For more information, Unitholders can refer to LREIT’s website at <https://www.lendleaseglobalcommercialreit.com/newsroom/>.

Unitholders who observe the EGM proceedings are reminded that the EGM is private. The invitation to the Unitholder to attend the EGM via audio-visual webcast and audio-only stream shall not be forwarded to anyone who is not a Unitholder or who is not authorised to attend the EGM.

**RECORDING OF THE EGM PROCEEDINGS in whatever form is also STRICTLY PROHIBITED. LREIT seeks Unitholders’ patience and understanding during the EGM proceedings in the event of any technical disruptions.**

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9. **Important reminder:** Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check LREIT's website at <https://www.lendleaseglobalcommercialreit.com/newsroom/> for the latest updates on the status of the EGM.

The Manager would like to thank all Unitholders for their patience and co-operation in enabling us to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

## By Order of the Board

Jill Chay  
Company Secretary

**Lendlease Global Commercial Trust Management Pte. Ltd.**  
(as manager of Lendlease Global Commercial REIT)  
(Registration Number: 201902535N)

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## IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of Lendlease Global Commercial REIT (“**LREIT**”) in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of units in LREIT (the “**Units**”) and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by Lendlease Global Commercial Trust Management Pte. Ltd. (the “**Manager**”), RBC Investor Services Trust Singapore Limited (as trustee of LREIT) or any of their affiliates.

This announcement does not constitute or form a part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or invitation or solicitation of an offer to sell, issue or subscribe for, securities in or into the United States or in any other jurisdiction. No securities mentioned herein have been, or will be, registered under the United States Securities Act of 1933 (the “**US Securities Act**”) or any state securities laws or other jurisdiction of the United States and no such securities may be offered or sold in or into the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirement under the US Securities Act and any applicable state or local securities laws of the United States. No public offering of the securities mentioned herein will be made in any other jurisdiction where such an offering is restricted or prohibited.

This announcement may contain forward-looking statements that involve 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 similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses, governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. Holders of Units (“**Unitholder**”) have no right to request the Manager to redeem or purchase their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (“**SGX-ST**”). Listing of the Units on SGX-ST does not guarantee a liquid market for the Units.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United State securities laws or the laws of any other jurisdiction.

The past performance of LREIT is not necessarily indicative of its future performance.