

CIRCULAR DATED 27 JANUARY 2026

THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

THIS CIRCULAR IS ISSUED BY THE MANAGER (AS DEFINED HEREIN) ON BEHALF OF ALPHA INTEGRATED REAL ESTATE INVESTMENT TRUST. THIS CIRCULAR IS IMPORTANT AS IT CONTAINS THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) AND THE ADVICE OF ASIAN CORPORATE ADVISORS PTE. LTD. (AS THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS).

If you are in any doubt in relation to this Circular or unsure of the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

If you have sold or transferred all your Units (as defined herein) held through CDP (as defined herein), you do not need to forward this Circular to the purchaser or the transferee, as arrangements will be made by CDP for a separate Circular to be electronically disseminated to the purchaser or transferee. If you have sold or transferred all your Units which are not deposited with CDP, you should immediately forward this Circular to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has not been examined or approved by the SGX-ST (as defined herein). The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.



ALPHA INTEGRATED REAL ESTATE INVESTMENT TRUST

(constituted in the Republic of Singapore pursuant to a trust deed originally dated 29 October 2010 (as amended))

Managed by

ALPHA INTEGRATED REIT MANAGEMENT PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 202417210W)

CIRCULAR TO UNITHOLDERS

in relation to the

MANDATORY CONDITIONAL CASH OFFER

by

UNITED OVERSEAS BANK LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 193500026Z)

for and on behalf of

MINDARIE INVESTMENT PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 202554627M)

to acquire all the issued and outstanding units in Alpha Integrated Real Estate Investment Trust
other than those already owned, controlled or agreed to be acquired by the
Offeror and parties acting in concert with it

Independent Financial Adviser to the Independent Directors of
Alpha Integrated REIT Management Pte. Ltd.

ASIAN CORPORATE ADVISORS PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200310232R)

IMPORTANT DATES AND TIMES

UNITHOLDERS SHOULD NOTE THAT THE OFFER DOCUMENT STATES THAT ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 10 FEBRUARY 2026, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

UNITHOLDERS WHO WISH TO ACCEPT THE OFFER MUST DO SO BY 5.30 P.M. (SINGAPORE TIME) ON 10 FEBRUARY 2026, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:

“9M FY2025”	:	The nine-month period commencing on 1 January 2025 and ending on 30 September 2025
“9M FY2025 Financial Statements”	:	The unaudited interim consolidated financial statements of AI-REIT Group for 9M FY2025
“Acceptance Forms”	:	FAA and/or FAT, as the case may be
“Acquisition Financing”	:	Shall have the meaning ascribed to it in paragraph 8 of this Circular
“AI-REIT”	:	Alpha Integrated Real Estate Investment Trust (formerly known as Sabana Shari'ah Compliant Industrial Real Estate Investment Trust and Sabana Industrial Real Estate Investment Trust)
“AI-REIT Group” or “AI-REIT Group Entities”	:	AI-REIT and its subsidiaries, and "AI-REIT Group Entity" means any one of them
“Annual Report”	:	The annual report of AI-REIT
“Board”	:	The board of directors of the Manager
“CBRE”		CBRE Pte. Ltd.
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Unitholders dated 27 January 2026 issued by the Manager, on behalf of AI-REIT, containing the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in relation to the Offer
“Closing Date”	:	5.30 p.m. (Singapore time) on 10 February 2026 or such later date as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances of the Offer
“Code”	:	The Singapore Code on Take-overs and Mergers
“Companies Act”	:	The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time
“CPF”	:	The Central Provident Fund of Singapore
“CPF Agent Banks”	:	The banks approved by CPF to be its agent banks under the CPFIS
“CPFIS”	:	Central Provident Fund Investment Scheme

DEFINITIONS

“CPFIS Investors”	:	Investors who purchased Units using their CPF savings under the CPFIS
“Despatch Date”	:	13 January 2026, being the date of despatch of the Notification Letter and the Acceptance Forms, and the electronic dissemination of the Offer Document and any related documents
“Director(s)”	:	The director(s) of the Manager (including Independent Directors) as at the Latest Practicable Date
“Distribution(s)”	:	Any distributions and/or return of capital declared, made or paid by the Manager in respect of Units
“Encumbrances”	:	Shall have the meaning ascribed to it in paragraph 2.3(b) of this Circular
“FAA”	:	Form of Acceptance and Authorisation for Offer Units which forms part of the Offer Document and which is issued to Unitholders whose Offer Units are deposited with CDP
“FAT”	:	Form of Acceptance and Transfer for Offer Units which forms part of the Offer Document and which is issued to Unitholders whose Offer Units are not deposited with CDP
“Financial Adviser” or “UOB”	:	United Overseas Bank Limited, the financial adviser to the Offeror
“FY”	:	Financial year ended or ending (as the case may be) on 31 December of a particular year as stated
“Holdco”	:	Mindarie Holding Pte. Ltd.
“IBC”	:	Shall have the meaning ascribed to it in paragraph 1.3 of this Circular
“Independent Auditor”	:	Ernst & Young LLP
“Independent Directors”	:	Directors of the Manager who are independent for the purposes of making the recommendation(s) to Unitholders in respect of the Offer, being Mr. Bhavik Umesh Doshi, Mr. Saha Anshuman Manabendranath, Mr. Lim Hock Chuan, Mr. Jan Frederic Moermann and Mr. Havard Chi Cher Pan
“Independent Valuers”	:	CBRE and JLL
“IFA”	:	Asian Corporate Advisors Pte. Ltd., the independent financial adviser to the Independent Directors in respect of the Offer

DEFINITIONS

“IFA Letter”	:	Shall have the meaning ascribed to it in paragraph 9.1 of this Circular
“JLL”		Jones Lang LaSalle Property Consultants Pte Ltd
“Latest Practicable Date”	:	16 January 2026, being the latest practicable date prior to the electronic dissemination of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST
“Manager”	:	Alpha Integrated REIT Management Pte. Ltd., as the manager of Alpha Integrated Real Estate Investment Trust
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Minimum Acceptance Condition”	:	Has the meaning ascribed to it in paragraph 2.5(b) of this Circular
“Notification Letter”	:	The hardcopy notification letter in respect of the electronic dissemination of the Offer Document dated 13 January 2026, despatched by UOB, for and on behalf of the Offeror, containing the addresses and instructions for the electronic retrieval of the Offer Document and its related documents
“Offer”	:	The mandatory conditional cash offer by UOB, for and on behalf of the Offeror, to acquire the Offer Units, on the terms and subject to the conditions set out in the Offer Document and the Acceptance Forms, as such offer may be amended, extended and revised from time to time by or on behalf of the Offeror
“Offer Announcement”	:	The announcement in connection with the Offer released by UOB, for and on behalf of the Offeror, on the Offer Announcement Date
“Offer Announcement Date”	:	23 December 2025, being the date of the Offer Announcement
“Offer Document”	:	The offer document dated 13 January 2026, including the Acceptance Forms and any other document(s) which may be issued for and on behalf of the Offeror to amend, revise, supplement or update the offer document from time to time
“Offer Price”	:	Shall have the meaning ascribed to it in paragraph 2.2 of this Circular
“Offer Unit(s)”	:	Shall have the meaning ascribed to it in paragraph 2.1 of this Circular

DEFINITIONS

“Offer Settlement Date”	:	Shall have the meaning ascribed to it in paragraph 2.4 of this Circular
“Offeror”	:	Mindarie Investment Pte. Ltd.
“Offeror Securities”	:	Offeror Shares, other securities which carry voting rights in the Offeror and convertible securities, warrants, options and derivatives in respect of the Offeror Shares or securities which carry voting rights in the Offeror
“Offeror Shares”	:	Existing ordinary shares in the capital of the Offeror
“Overseas Unitholder”	:	A Unitholder whose address is outside Singapore as shown in the Register or in the Depository Register (as the case may be)
“Prior Manager”	:	Sabana Real Estate Investment Management Pte. Ltd.
“Record Date”	:	In relation to any Distribution, the date on which Unitholders must be registered with the Manager or with CDP, as the case may be, in order to participate in such Distribution
“REIT Convertible Securities”	:	Convertible securities, warrants, options and derivatives in respect of the Units
“Register”	:	The register of holders of the Units, as maintained by the Registrar
“Registrar”	:	Boardroom Corporate & Advisory Services Pte. Ltd., in its capacity as the unit registrar of AI-REIT
“Relevant Period”	:	Shall have the meaning ascribed to it in paragraph 8(a) of this Circular
“Relevant Securities”	:	Shall have the meaning ascribed to it in paragraph 8(a) of this Circular
“Securities Account”	:	Securities account maintained by a depositor with CDP, but does not include a securities sub-account
“SFA”	:	Securities and Futures Act 2001 of Singapore as amended, modified or supplemented from time to time
“SGD”, “S\$”, or “cents”	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

DEFINITIONS

“SIC”	:	Securities Industry Council of Singapore
“SIC Practice Statement”	:	The Practice Statement on the Exemption of Connected Fund Managers and Principal Traders issued by the Securities Industry Council on 1 February 2018
“SRS”	:	Supplementary Retirement Scheme
“SRS Agent Banks”	:	Agent banks included under the SRS
“SRS Investors”	:	Investors who purchase Units pursuant to the SRS
“Statements of Prospects”	:	Shall have the meaning ascribed to it in Appendix VIII of this Circular
“Subject Properties”	:	The properties owned by AI-REIT as set out and more particularly described in Appendix VII of this Circular
“Trust Deed”	:	The deed of trust constituting Sabana Shari'ah Compliant Industrial Real Estate Investment Trust (later known as Sabana Industrial Real Estate Investment Trust and now known as Alpha Integrated Real Estate Investment Trust) dated 29 October 2010, as amended and/or supplemented by: (a) a first supplemental deed of trust dated 2 December 2010; (b) a first amending and restating deed dated 24 February 2016; (c) a second amending and restating deed dated 24 March 2016; (d) a second supplemental deed dated 6 May 2019; (e) a third amending and restating deed dated 7 April 2020; (f) a third supplemental deed dated 21 October 2021; (g) a fourth supplemental deed dated 30 May 2025; and (h) a fourth amending and restating deed dated 23 October 2025
“Trustee”	:	HSBC Institutional Trust Services (Singapore) Limited, as the trustee of AI-REIT
“Unitholders”	:	Registered holders of the Units, except that where the registered holder is CDP, the term “Unitholders” shall, where the context admits, mean the depositors who have Units entered against their names in the Depository Register
“Units”	:	Issued and outstanding units in AI-REIT

DEFINITIONS

“Valuation Announcement”	:	The notice of valuation announcement to be issued by the Manager on 23 January 2026 in relation to the valuation of the Subject Properties as at 31 December 2025 conducted by the Independent Valuers
“Valuation Reports”	:	The valuation reports from the Independent Valuers in respect of the Subject Properties as at 31 December 2025
“Valuation Summary Letters”	:	The letters issued by the Independent Valuers, as set out in Appendix VII to this Circular, containing, amongst other matters, a summary of the Valuation Reports
“Volare”	:	Volare Group AG
“%” or “per cent”	:	Per centum or percentage

The terms **“depositor”**, **“depository agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

References to a corporation being **“related”** to another corporation shall be construed in accordance with Section 6 of the Companies Act.

The terms **“acting in concert”** and **“associates”** shall have the meanings ascribed to them in the Code.

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 and vice versa.

References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to the enactment as for the time being amended or re-enacted. Any word defined in the Companies Act, the Code or the Listing Manual (or any modification thereof) and used in this Circular shall have the meaning assigned to it under the Companies Act, the Code or the Listing Manual (or any modification thereof), as the case may be, unless the context otherwise requires.

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

Differences may arise between amounts and the totals thereof due to rounding and figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include, but are not limited to, those using words such as “aim”, “seek”, “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”.

These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties.

Accordingly, actual results may differ materially from those described in such forward-looking statements. Unitholders of AI-REIT should not place undue reliance on such forward-looking statements, and neither the Manager nor the IFA undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO UNITHOLDERS

ALPHA INTEGRATED REIT MANAGEMENT PTE. LTD.

(Incorporated in the Republic of Singapore)

(Unique Entity No.: 202417210W)

Directors

Mr. Bhavik Umesh Doshi (Chairman and Non-Executive Independent Director)

Mr. Saha Anshuman Manabendranath (Non-Executive Independent Director)

Mr. Lim Hock Chuan (Non-Executive Independent Director)

Mr. Jan Frederic Moermann (Non-Executive and Non-Independent Director)

Mr. Konrad Duttwiler (Non-Executive and Non-Independent Director)

Mr. Havard Chi Cher Pan (Non-Executive and Non-Independent Director)

Registered Office

105 Cecil Street, #10-01,

The Octagon,

Singapore 069534

27 January 2026

To: The Unitholders of ALPHA INTEGRATED REAL ESTATE INVESTMENT TRUST

Dear Sir / Madam,

MANDATORY CONDITIONAL CASH OFFER FOR THE OFFER UNITS

1 INTRODUCTION

1.1 Offer Announcement

On 23 December 2025, the Financial Adviser announced, for and on behalf of the Offeror, that in compliance with Rule 14 of the Code, the Offeror intends to make a mandatory conditional cash offer for all the Units, other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it.

A copy of the Offer Announcement is available on SGX-ST's website at <https://www.sgx.com/securities/company-announcements>.

1.2 Offer Document

The Offer Document has been electronically disseminated to Unitholders on 13 January 2026 by the Financial Adviser, for and on behalf of the Offeror, setting out, amongst other matters, the terms and conditions of the Offer. **The principal terms and conditions of the Offer are set out in the Offer Document. Unitholders are advised to read the terms and conditions contained therein carefully.**

1.3 Independent Board Committee

In the interest of corporate governance, the Board has constituted an independent board committee (the "IBC") in connection with the Offer, chaired by Mr. Bhavik Umesh Doshi (who is the chairman and a non-executive independent director of the Manager) and comprising wholly of non-executive and independent directors of the Manager who are considered independent for the purposes of the Offer. The IBC's responsibilities include, *inter alia*:

- 1.3.1 selecting and appointing an independent financial adviser to advise the Independent Directors in connection with the Offer;

LETTER TO UNITHOLDERS

1.3.2 providing instructions to the appointed independent financial adviser on the scope of work, and ensuring that the appointed independent financial adviser has access to such information as it reasonably requires to render its advice; and

1.3.3 reviewing and assessing the appointed independent financial adviser's advice, and thereafter making a recommendation to the Independent Directors.

1.4 Independent Financial Adviser

The Manager (through the IBC) has appointed Asian Corporate Advisors Pte. Ltd. as the independent financial adviser to advise the Independent Directors in respect of the Offer.

1.5 Purpose of this Circular

The purpose of this Circular is to provide Unitholders with relevant information pertaining to the Offer and AI-REIT and to set out the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors on the Offer.

Unitholders should consider carefully the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors on the Offer before deciding whether to accept or reject the Offer.

2 THE OFFER

2.1 Offer Units

The Offer will be extended to all Units other than those already owned, controlled or agreed to be acquired by the Offeror or any party acting in concert with it as at the Offer Announcement Date (the "**Offer Units**", and each, an "**Offer Unit**").

2.2 Offer Price

As set out in the Offer Document, the Offer Price is as follows:

For each Offer Unit: S\$0.48 in cash (the "**Offer Price**").

Based on the Offer Document, the Offer Price is not less than the highest price at which the Offeror and parties acting in concert with it had acquired Units in the six (6) months immediately preceding or on the Offer Announcement Date which includes the highest price paid by the Offeror for the Units acquired pursuant to the Acquisition (as defined in the Offer Document).

2.3 No Encumbrances.

As set out in the Offer Document, the Offer Units will be acquired:

- (a) fully paid;
- (b) free from all charges, claims, hypothecations, liens, caveats, debentures, pledges, mortgages, power of sale, retention of title or security interest of any kind over and in respect of the Offer Units and any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which the Offer Units are subject or any right or option for the sale or purchase of such Offer Units, and any other third party rights and interests of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing ("**Encumbrances**"); and
- (c) together with all rights, benefits and entitlements attaching thereto as at the Offer Announcement Date, and thereafter attaching thereto, including but not limited to the right to receive and retain any Distributions (if any), the Record Date for which falls on or after the Offer Announcement Date.

LETTER TO UNITHOLDERS

2.4 Adjustments for Distributions

As set out in the Offer Document, without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Units will be acquired with the right to receive any Distribution, the Record Date for which falls on or after the Offer Announcement Date. In the event of any such Distribution, the Offer Price payable to a Unitholder who validly accepts or has validly accepted the Offer shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Units tendered in acceptance of the Offer (the “**Offer Settlement Date**”) falls:

- (a) if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Unitholders the unadjusted Offer Price for each Offer Unit, as the Offeror will receive the Distribution in respect of such Offer Units; and
- (b) if the Offer Settlement Date falls after the Record Date, the Offer Price payable for such Offer Units tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Offer Units, as the Offeror will not receive such Distribution.

2.5 Minimum Acceptance Condition

As set out in the Offer Document:

- (a) Pursuant to Rule 14.2 of the Code, if the Offeror and parties acting in concert with it do not hold in aggregate more than 50% of the issued Units when the Offer is made, the Offer is required to be made conditional upon the Offeror receiving such number of acceptances which would result in the Offeror and parties acting in concert with it holding in aggregate more than 50% of the voting rights attributable to the total issued Units.
- (b) Accordingly, the Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Units which when taken together with the Units owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and parties acting in concert with it holding in aggregate such number of Units carrying more than 50% of the total voting rights attributable to the issued Units as at the close of the Offer (the “**Minimum Acceptance Condition**”).
- (c) The Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Units which, when taken together with the Units owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and parties acting in concert with it holding in aggregate more than 50% of the total Units as at the close of the Offer.
- (d) **Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.**

2.6 Revision of Terms of the Offer

Based on the Offer Document, the Offeror reserves the right to revise the terms of the Offer in accordance with the Code.

LETTER TO UNITHOLDERS

2.7 Duration of the Offer

Based on the Offer Document, the Offer is open for acceptance by Unitholders for the period commencing on the Despatch Date and ending on the Closing Date, being the day falling at least 28 days after the Despatch Date. The Offer will remain open for acceptance for such period unless the Offer is withdrawn with the consent of the SIC and every person is released from any obligation incurred thereunder.

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 10 February 2026, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

Please refer to Appendix 1 to the Offer Document for further details on the duration of the Offer.

2.8 Warranty

Based on the Offer Document, a Unitholder who tenders his/her/its Offer Units in acceptance of the Offer will be deemed to unconditionally and irrevocably represent, warrant and undertake to the Offeror that he/she/it sells such Offer Units as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances, and (c) transferred together with all rights, benefits, and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including the right to all Distributions (if any), the Record Date for which falls on or after the Offer Announcement Date.

2.9 Further Details of the Offer

Further details of the Offer are set out in the Offer Document, including details on:

- (a) the duration of the Offer;
- (b) the settlement of the consideration for the Offer;
- (c) the requirements relating to the announcement(s) of the level of acceptances of the Offer;
- (d) the right of withdrawal of acceptances of the Offer; and
- (e) the procedures for acceptance of the Offer by a Unitholder.

A copy of the Offer Document is available on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> or AI-REIT's website at <https://investor.ai-reit.com/newsroom.html>.

3 INFORMATION ON THE OFFEROR

The Offer Document sets out information on the Offeror, which has been extracted therefrom and is reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Additional information on the Offeror is set out in Appendix II of this Circular.

"5 INFORMATION ON THE OFFEROR

5.1 Offeror

The Offeror is a company incorporated in Singapore on 9 December 2025. The Offeror is wholly-owned by Mindarie Holding Pte. Ltd. (the "Holdco"), which is also incorporated in Singapore and which is in turn wholly-owned by Volare. The Offeror and the Holdco are investment holding entities and do not have any business other than investment holding.

LETTER TO UNITHOLDERS

Following the Acquisition, Volare holds 464,308,569 Units in the Offeree, representing approximately 41.27% of the issued Units in the Offeree.

As at the Latest Practicable Date, Volare through its subsidiaries has several lines of business. Its subsidiary volenergy AG is one of Switzerland's leading suppliers of liquid fuels. volenergy AG operates over 700 petrol stations under various brands. Another of Volare's subsidiaries, Soft Car Wash AG and its subsidiaries, provide vehicle care, through self-service jet machines and car washes. Other businesses include wood production and trade, furniture manufacturing, trading with bituminous material, construction services, road repair services, as well as investments in real estate and real estate companies. Volare's investment arm holds a further portfolio of companies in different industries from food manufacturing to information technology services.

5.2 Directors of the Offeror and Control of the Offeror

As at the Latest Practicable Date, the Offeror's board of directors comprise of Mr. Konrad Duttwiler and Mr. Kwek Wei Ren (collectively, the "Directors").

The Offeror is controlled by Mr. Daniel Sieber, who indirectly owns 93% of the issued share capital of Volare.

5.3 Approval under Section 97A of the SFA

The Offeror, Holdco, Volare, Cielo Holding AG ("Cielo") (the entity through which Mr. Daniel Sieber owns the issued share capital of Volare) and Mr. Daniel Sieber have obtained the approval of the MAS under Section 97A of the SFA to obtain effective control of the REIT Manager, which is a holder of a capital markets services licence.

5.4 Additional Information

Additional information on the Offeror is set out in Appendix 3 to this Offer Document."

4 RATIONALE FOR THE OFFER

The full text of the rationale for the Offer relating to AI-REIT has been extracted from the Offer Document and is set out in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Unitholders are advised to read the extract below carefully.

"7. RATIONALE FOR THE OFFER

7.1 Compliance with the Code

As set out in Section 1.2 (Pre-Offer Acquisition), immediately prior to the Acquisition, the Offeror and its concert parties owned or controlled in aggregate approximately 19.80% of the total number of issued Units.

As a result of the Acquisition, the Offeror and its concert parties own or control approximately 41.27% of the total number of issued Units and accordingly, have incurred an obligation to make a mandatory general offer in accordance with Rule 14 of the Code.

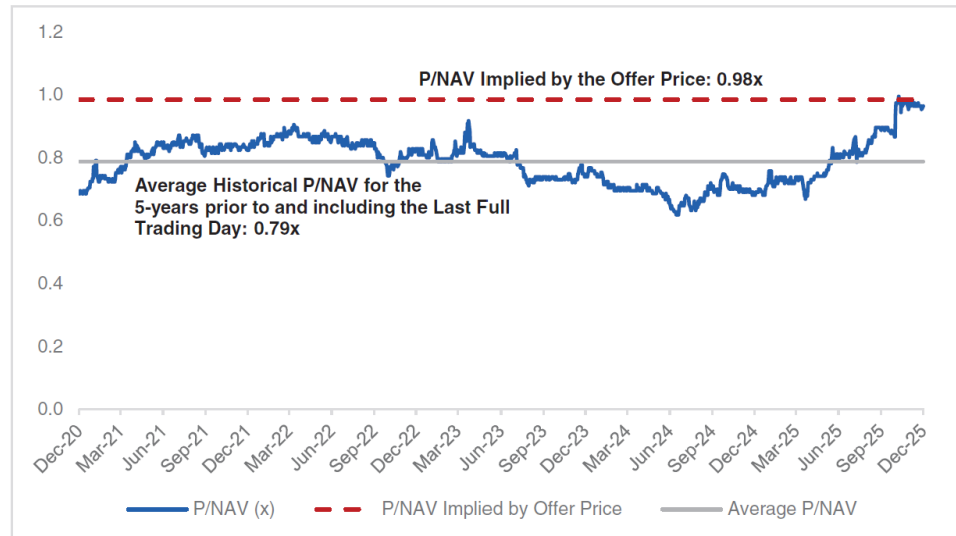
7.2 Opportunity for Unitholders to Realise their Investments at a Premium over Historical Traded Prices

The Offer presents Unitholders an opportunity to realise their investment in cash at a premium over historical traded prices of the Units.

LETTER TO UNITHOLDERS

The Offer Price represents:

- (a) a premium of approximately 2.1% over the last transacted price per Unit on the Last Full Trading Day;
- (b) a premium of approximately 2.1%, 3.7%, 9.6% and 14.3% over the VWAP per Unit for the one (1)-month, three (3)-month, six (6)-month and 12-month periods respectively, up to and including the Last Full Trading Day; and
- (c) a premium of approximately 3.2% over the offer price of S\$0.465 for the voluntary conditional cash partial offer made by Volare on 10 February 2023.



The Offer also represents a premium of 25.1% over the average historical P/NAV (price to net asset value) of AI-REIT for the five (5) years prior to and including the Last Full Trading Day.

7.3 Opportunity for Unitholders to Exit Without Incurring Brokerage Expenses or Trading Costs, Which May Not Otherwise be Available due to Low Trading Liquidity

The Offer provides Unitholders with an opportunity to exit their investment in the Units without incurring brokerage expenses or trading costs, which may otherwise not be available given the low trading liquidity of the Units.

The trading volume of the Units has been low, with an average daily trading volume of approximately 354,567 Units, 489,008 Units, 511,047 Units and 358,265 Units during the respective one (1)-month period, three (3)-month period, six (6)-month period and 12-month period up to and including the Last Full Trading Day. Each of these represents less than 0.046% of the total number of issued Units for any of the aforementioned periods.”

5 THE OFFEROR’S INTENTIONS RELATING TO AI-REIT

The full text of the Offeror’s intentions relating to AI-REIT has been extracted from the Offer Document and is set out in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document. Unitholders are advised to read the extract below carefully.

“9. THE OFFEROR’S INTENTIONS RELATING TO AI-REIT

- 9.1 *It is the current intention of the Offeror that AI-REIT continues with its existing activities. There are presently no plans to make any material changes to AI-REIT’s existing business, re-deploy its fixed assets, to initiate any major changes to the investment policy of AI-REIT or discontinue the employment of existing employees of AI-REIT, in each case, except in the ordinary course of business.*
- 9.2 *The Offeror however retains the discretion and flexibility to conduct a review of its options relating to the management and the operations of AI-REIT and to consider any options or opportunities which may present themselves and which it regards to be in the interests of AI-REIT and the Unitholders.”*

6 LISTING STATUS AND COMPULSORY ACQUISITION

The Offer Document sets out the intentions of the Offeror relating to the listing status of AI-REIT and its rights of compulsory acquisition in respect of AI-REIT. The relevant paragraphs have been extracted from the Offer Document and are reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

“10. LISTING STATUS AND COMPULSORY ACQUISITION

10.1 Listing Status

- (a) *Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that valid acceptances have been received pursuant to the Offer that brings the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total issued Units, the SGX-ST may suspend the trading of the Units on the SGX-ST until such time it is satisfied that at least 10% of the total issued Units are held by at least 500 Unitholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total issued Units, thus causing the percentage of the total number of issued Units held in public hands to fall below 10%, the SGX-ST will suspend trading of the Units only at the close of the Offer.*
- (b) *Rule 723 of the Listing Manual requires AI-REIT to ensure that at least 10% of the total number of issued Units are at all times held by the public (the “Free Float Requirement”). In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not met, AI-REIT must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Units on the SGX-ST. Rule 724(2) of the Listing Manual states that the SGX-ST may allow AI-REIT a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Units in public hands to at least 10%, failing which AI-REIT may be delisted from the SGX-ST.*
- (c) *It is the present intention of the Offeror to maintain the listing status of AI-REIT on the SGX-ST following completion of the Offer. In the event the Free Float Requirement is not satisfied as at the close of the Offer and the trading of the Units on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to itself at such time.*

10.2 Compulsory Acquisition.

- (a) *Pursuant to Section 295A(1) of the SFA, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Units during the period when the Offer is open for acceptance), in respect of not less than 90% of the Units (other than Units already held at the date of the Offer by the Offeror, its related corporations*

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and their respective nominees as determined pursuant to Section 295A of the SFA), the Offeror will be entitled to exercise the right to compulsorily acquire all the Units of the Unitholders who have not accepted the Offer on the same terms as those offered under the Offer. In addition, pursuant to Section 295A(4) of the SFA, if the Offeror acquires such number of Units which, together with the Units held by it, its related corporations and/or their respective nominees, comprise 90% or more of the total number of issued Units as at the close of the Offer, Unitholders who have not accepted the Offer have a right to require the Offeror to acquire their Units on the same terms as those offered under the Offer. Such Unitholders who wish to exercise such rights are advised to seek their own independent legal advice.

- (b) *As stated in Section 10.1(c) (Listing Status) above, it is the present intention of the Offeror to maintain the listing status of AI-REIT on the SGX-ST following completion of the Offer. Accordingly, the Offeror presently has no intention of exercising its right of compulsory acquisition under Section 295A(1) of the SFA, should it become available.*

The Offeror reserves the right and discretion to re-evaluate its position, taking into account, among other things, the level of acceptances received by the Offeror in respect of the Offer and the prevailing market conditions at the relevant time. Accordingly, there is no assurance that the current intention will be carried into effect."

7 CONFIRMATION OF FINANCIAL RESOURCES

The Offer Document sets out the full text of the confirmation of financial resources by the Financial Adviser to the Offeror, which has been extracted therefrom and is reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

"12. CONFIRMATION OF FINANCIAL RESOURCES

The Financial Adviser to the Offeror in connection with the Offer confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Units on the basis of the Offer Price."

8 OTHER ARRANGEMENTS IN RESPECT OF RELEVANT SECURITIES

According to the Offer Document, save that (i) the Offeror has prior to the Offer Announcement Date entered into financing arrangements with UOB (in its capacity as lender) in the provision of financing to the Offeror for the purposes of funding part of the Offer (the "**Acquisition Financing**") pursuant to which, *inter alia*, all the Units then held by Volare (including those acquired pursuant to the Acquisition) and all issued Units held by the Offeror (including those acquired in the Offer), and the shares of the Offeror are charged in favour of UOB as security for the Acquisition Financing, (ii) Volare having acquired 241,568,431 Units pursuant to the Acquisition, and (iii) as disclosed in this Offer Document, and based on responses received pursuant to enquiries that the Offeror has made, none of the Offeror and the parties acting in concert with the Offeror in connection with the Offer (excluding the dealings of UOB group entities with the Exempt Principal Trader and Exempt Fund Manager status under the SIC Practice Statement):

- (a) owns, controls or has agreed to acquire any (i) Units; (ii) securities which carry voting rights in the Offeree; or (iii) convertible securities, warrants, options or derivatives¹ in respect of the Units or securities which carry voting rights in the Offeree (collectively, "**Relevant Securities**");

¹ All references to "derivative" include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities.

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- (b) has dealt for value in any Relevant Securities during the six (6)-month period immediately preceding the Announcement Date (“**Relevant Period**”);
- (c) has received any irrevocable undertaking or commitment from any person to accept or reject the Offer in respect of any Relevant Securities;
- (d) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the Units or the securities of the Offeror which might be material to the Offer;
- (e) has granted a security interest relating to any Relevant Securities to another person, whether through a charge, pledge or otherwise;
- (f) has borrowed any Relevant Securities from another person (excluding borrowed securities which have been on-lent or sold); or
- (g) has lent any Relevant Securities to another person.

9 ADVICE OF THE IFA

9.1 Independent Financial Adviser

Asian Corporate Advisors Pte. Ltd. has been appointed as the independent financial adviser to advise the Independent Directors in respect of the Offer.

Unitholders should consider carefully the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors before deciding whether to accept or reject the Offer.

The IFA’s advice is set out in its letter dated 27 January 2026, which is set out in Appendix I of this Circular (the “**IFA Letter**”).

Unless otherwise defined or the context otherwise requires, all capitalised terms used in the extracts set out in paragraph 9.3 of this Circular shall have the same meanings as those defined in the IFA Letter.

9.2 Key factors taken into consideration by the IFA

The key factors relied upon by the IFA in arriving at its advice to the Independent Directors in respect of the Offer are set out in paragraphs 7 and 8 and summarised in paragraph 9 of the IFA Letter. Unitholders should read and carefully consider the key factors relied upon by the IFA in arriving at its advice to the Independent Directors in conjunction with, and in the context of, the full text of the IFA Letter.

9.3 Advice of the IFA

After carefully considering all available information and based on the IFA’s assessment of the financial terms of the Offer, the IFA has advised the Independent Directors to make the following recommendation to Unitholders in relation to the Offer:

“9. OPINION

.....

In summary, having regard to our analysis and the consideration in this Letter (including, inter alia, its limitation and constraints) and after having considered carefully the information available to us and based on market, economic and other relevant considerations prevailing as at the Latest Practicable Date, and subject to our terms of reference, as well as the

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*representation and confirmation from the Directors, we are of the opinion that, in the absence of an alternative offer, the financial terms of the Offer is, on balance, **NOT FAIR BUT REASONABLE**.*

*We consider the financial terms of the Offer, on balance to be **NOT FAIR** from a financial point of view after considering, inter alia, the following factors:-*

- (i) The AI-REIT Group appears to be on a recovery track following completion of the implementation of the Internalisation – in particular, in 9M FY2025, the AI-REIT Group recorded higher net property income of approximately S\$50.4 million in 9M FY2025 (9M FY2024: S\$41.7 million) and higher total return attributable to Unitholders of approximately S\$20.1 million (9M FY2024: S\$15.7 million).*

We also note from the result announcement for 9M FY2025 that barring unforeseen circumstances, AI-REIT is expected to deliver a double-digit percentage increase in income available for distribution per Unit for FY2025. In addition, as announced on 12 November 2025, the External Auditors confirmed that the note relating to the EOM on Going Concern is no longer applicable to the AI-REIT Group's financial statement as at 30 September 2025 given: (a) completion of the Internalisation process; (b) the lenders' waiver of the review event following the change of manager; and (c) constructive discussions on refinancing for March 2026. Lastly, the AI-REIT Group's gearing and LTM Distribution Yield appear to be in general more favourable than the Selected Comparable REITs.

We note that Unitholders may not have fully accorded the recent relative improvement in financial performance in their transactions in the market.

- (ii) The Offer Price represents discounts of approximately 1.6% and 7.5% from the AI-REIT Group's NAV and RNAV per Unit as at 30 September 2025 respectively.*
- (iii) The P/RNAV ratio of approximately 0.92 times (as implied by the Offer Price and the AI-REIT Group's RNAV per Unit) is lower and less favourable than: (a) the median and the simple average of trailing P/NAV multiples for each of the 1-month and 3-month periods prior to the Last Full Trading Day; (b) the implied P/NAV ratio for the SPH MGO, which was declared unconditional; and (c) the P/Adjusted NAV ratios for the Selected Comparable REITs. In fact, it is lower than any of the Selected Comparable REITs notwithstanding its gearing and LTM Distribution Yield, appears to be more favourable than both the median and the simple average for the Selected Comparable REITs). It is noted that AI-REIT's ratio of LTM Distribution/RNAV per Unit is lower than the ratio of LTM Distribution/NAV for the simple average per unit for the Selected Comparable REITs.*
- (iv) The Offer Price is lower than the Estimated Value Range per Unit.*

*We consider the financial terms of the Offer, on balance to be **REASONABLE** after considering, inter alia, the following factors:-*

- (i) In general, the Offer Price is at a premium as compared to the historical prices for the Units considering, inter alia: (a) the implied premia over the VWAP for the Units for the 1-month, 3-month, 6-month, 12-month and 24-month periods prior to the Last Full Trading Day respectively; and (b) the small implied premium of approximately 2.1% over the last transacted price on the Last Full Trading Day.*
- (ii) During the 2-year Lookback Period, the closing prices for the Units were lower than the Offer Price on 493 Market Days (or approximately 98.2%), higher than the Offer Price on 1 Market Day, and in line with the Offer Price for 8 Market Days out of a total 502 Market Days. Thus, the closing prices for the Units were at prices lower than the Offer Price for most part of the 2-year Lookback Period.*

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- (iii) *The P/NAV (or P/RNAV) ratios as implied by the Offer Price is relatively more favourable or fairly comparable with the historical trailing P/NAV for the Units for each of the 1-year, 2-year, 3-year, 4-year and 5-year periods prior to the Last Full Trading Day.*
- (iv) *For the 2-year Lookback Period up to and including the Last Full Trading Day, the Units had outperformed the rebased iEDGE S-REIT. Accordingly, as the Offer Price is at a premium to the last closing prior to Offer Announcement, the implied returns performance based on the Offer Price would have exceeded that for rebased iEDGE S-REIT.*
- (v) *The Offer Price represents a slight discount of approximately 0.4% from the VWAP for the Units for the period commencing from the Offer Announcement Date till the Latest Practicable Date (after adjusting for the Acquisition).*
- (vi) *The premia implied by the Offer Price over the last transacted price on the Last Full Trading Day, the VWAP for the Units for the 1-month, 3-month, 6-month and 12-month periods prior to and including the Last Full Trading Day are within the range, and higher than the simple average for the Selected REIT Non-Privatisation MGO Transactions – in particular, it should be noted that the premia implied by the Offer Price are higher and more favourable as compared to the SPH MGO which was successful and declared unconditional.*
- (vii) *Fair comparison against the previous Partial Offer in terms of the nominal terms of the Offer Price vis-à-vis the Partial Offer Price, the implied P/NAV or P/RNAV, and the premia implied over historical VWAP per Unit for the 6 month, and 12-month periods prior to the respective announcements.*
- (viii) *The Offer Price is higher than (a) the price paid by Volare for the 241,568,431 Units pursuant to the Acquisition, and (b) the prices paid by the Offeror Concert Party Group for the Units during the Reference Period.*
- (ix) *Low liquidity for the Units (in terms of average daily trading volume) during the 2-year Lookback Period up to and including the Last Full Trading Day. We observed that the average daily trading volume for the 12-month period prior to the Last Full Trading Day, as well as the average daily trading volume and value as a percentage of Free Float and market capitalisation respectively are in general, lower and less favourable than the Selected Comparable REITs.*
- (x) *Directors' confirmation that apart from the Offer, no other third party has approached the AI-REIT Group with an intention to make an offer or have made a firm offer for AI-REIT as at the Latest Practicable Date.*

ACA's Recommendation on the Offer

*Based on our assessment of the financial terms of the Offer as set out above, we advise the Independent Directors that they should recommend Unitholders to **ACCEPT** the Offer. However, in the event that Unitholders are able to dispose the Offer Units in the open market and realise their investments at prices higher than the Offer Price (and after considering, inter alia, related expenses), they should consider selling the Offer Units in the open market. It should be noted that for the period commencing on the Offer Announcement Date to the Latest Practicable Date, the highest transacted price for the Units was S\$0.490 and the closing prices for the Units have always been in line with or higher than the Offer Price.*

While the transacted prices for the Units subsequent to the Offer Announcement Date may have been underpinned by the Offer and the trading for the Units on a daily basis may have (in general) increased after the Offer Announcement Date to the Latest Practicable Date (as compared to the 24-month period prior to the Last Full Trading Day), there is no assurance that the trend of trading activities for the Units will be maintained at such levels or that the transacted prices for the Units will be maintained after the closing of the Offer.

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In the event that Unitholders are concerned about the liquidity and the prices at which they can realise their investments in the Offer Units (including whether they can realise their investments at prices higher than the Offer Price after deducting related expenses), acceptance of the Offer will provide certainty of exit at the Offer Price (with no related expenses).

Matters to highlight

We would also wish to highlight the following matters which may affect the decisions or actions of Unitholders:—

- 1. If the Unitholders are considering selling their Offer Units in the open market, they should be aware that the current market prices and trading volumes for the Units may have been affected by the Offer and may not be maintained at current levels when the Offer closes. In addition, opportunities to realise the Offer Units in the open market may be restricted or limited by the relatively low liquidity for the Units (as observed during the historical periods under review, being 26 December 2023 to the Latest Practicable Date).*
- 2. As at the Latest Practicable Date, the Offer has not been declared unconditional in all respects and is subject to the Minimum Acceptance Condition. In addition, as at the Latest Practicable Date, there has been no statement that the Offer Price is final and will not be revised.*
- 3. Whilst the possibility of a higher offer from a third party cannot be ruled out, as at the Latest Practicable Date, we are not aware of any publicly available evidence of an alternative offer for the Units. Unitholders should note that the likelihood of an alternative takeover is not remote in view that as at 7 January 2026 (being the latest practicable date of the Offer Document), the Offeror Concert Party Group hold an aggregate interest of 464,308,569 Units, representing approximately 41.27% of the issued Units.*
- 4. Given the low liquidity of the Units (in terms of number of Units traded on daily basis) during the 2-year Lookback Period, the Offer may represent a realistic exit opportunity for the Unitholders to realise their entire investment for cash, and the Offer Price is at a premium above market prices of Units for 1-month, 3-month, 6-month, 12-month and 24-month periods prior to the Last Full Trading Day. Based on the average daily trading volume of 351,956 Units for the 24-month period before the Last Full Trading Day prior to the Offer Announcement, it would take approximately 1,483 Market Days or close to 5.9 years (based on 250 Market Days per year) for the public Unitholders to be able to sell off their approximately 522.1 million Units in the market.*
- 5. It is the present intention of the Offeror to maintain the listing status of AI-REIT on the SGX-ST following completion of the Offer. Unitholders should note that in the event the Free Float Requirement is not satisfied as at the close of the Offer and the trading of the Units on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to itself at such time.*

Limitations

It is also to be noted that as trading of the Units is subject to possible market fluctuations and accordingly, our advice on the Offer does not and cannot take into account the future trading activities or patterns or price levels that may be established for the Units since these are governed by factors beyond the ambit of our review, and also such advice, if given, would not fall within our terms of reference in connection with the Offer.

For our opinion and recommendation, we have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints or plans of any individual Unitholder, or group of Unitholders. As different Unitholders or groups of Unitholders would have different investment profiles and objectives,

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we would advise Independent Directors to recommend that any individual Unitholder or group of Unitholders who may require advice in the context of his specific investment portfolio, including his investment in AI-REIT, should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately with respect to the Offer.”

Unitholders should read the extracts in paragraph 9.3 above in conjunction with, and in the context of, the full text of the IFA Letter which is set out in Appendix I to this Circular.

10 RECOMMENDATION OF THE INDEPENDENT DIRECTORS

10.1 Exemption by SIC

The SIC has ruled that Mr. Konrad Duttwiler is exempted from the requirement to make or assume responsibility for any recommendations on the Offer that the Board may make to the Unitholders. This is because Mr. Konrad Duttwiler has an irreconcilable conflict of interests, being a director of each of the Offeror, the Holdco and Volare. The Offeror is wholly-owned by Holdco, which is also incorporated in Singapore and which is in turn wholly-owned by Volare, and therefore are concert parties of the Offeror under the Code. However, Mr. Konrad Duttwiler still assumes responsibility for the accuracy of facts stated in documents which the Manager sends to the Unitholders in connection with the Offer.

10.2 Recommendation of the IBC

The IBC, having considered carefully as at the Latest Practicable Date the factors set out in the IFA Letter and the advice given by the IFA, concurred with the advice given by the IFA in respect of the Offer. Accordingly, the IBC recommended to the Independent Directors that the Independent Directors recommend that the Unitholders ACCEPT the Offer unless Unitholders are able to dispose the Offer Units in the open market and realise their investments at prices higher than the Offer Price (and after considering, *inter alia*, related expenses).

10.3 Recommendation of the Independent Directors

The Independent Directors, having considered carefully as at the Latest Practicable Date, the factors set out in the IFA Letter, the advice given by the IFA and the recommendation of the IBC, concur with the advice given by the IFA and the recommendation of the IBC in respect of the Offer. Accordingly, the Independent Directors recommend that the Unitholders ACCEPT the Offer unless Unitholders are able to dispose the Offer Units in the open market and realise their investments at prices higher than the Offer Price (and after considering, *inter alia*, related expenses).

Unitholders should be aware that any trading of the Units is subject to possible market fluctuations and accordingly, the recommendation of the Independent Directors on the Offer does not and cannot take into account the future trading activities or patterns or price levels that may be established for the Units since these are governed by factors beyond the ambit of the recommendation of the Independent Directors.

UNITHOLDERS ARE ADVISED TO READ THE FULL TEXT OF THE IFA LETTER SET OUT AS APPENDIX I TO THIS CIRCULAR CAREFULLY BEFORE DECIDING WHETHER TO ACCEPT OR REJECT THE OFFER.

10.4 No Regard to Specific Objectives

In making their recommendation, the Independent Directors have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints or plans of any individual Unitholder, or group of Unitholders. As different Unitholders or groups of Unitholders would have different investment profiles and objectives, the Independent Directors recommend that any individual Unitholder or group of Unitholders who may require advice in the context of his specific investment portfolio, including his

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investment in AI-REIT, should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately with respect to the Offer.

11 OVERSEAS UNITHOLDERS

11.1 Overseas Unitholders

Overseas Unitholders should refer to Section 14 of the Offer Document which is reproduced in *italics* below. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document.

“14.1 Overseas Unitholders

This Offer Document, the Notification Letter, the relevant Acceptance Forms and any other formal documentation in relation to the Offer (the “Offer Documentation”) do not constitute an offer to sell or buy or the solicitation of an offer to sell or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in the Offer Documentation in any jurisdiction in contravention of applicable law. Copies of the Offer Documentation are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the laws of that jurisdiction (“Restricted Jurisdiction”) and the Offer will not be made to, and the Offer Documentation does not constitute an offer or a solicitation to, nor will the Offer be capable of acceptance by, any person within any Restricted Jurisdiction if the offer to and/or the acceptance by such person will violate the laws of the Restricted Jurisdiction or would require the Offeror or parties acting or presumed to be acting in concert with it, to offer to acquire securities not subject to the Offer. Persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable laws and regulations) will not be made, directly or indirectly, in or into, or by the use of mail, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or by any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility.

The availability of the Offer to Overseas Unitholders may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Unitholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions.

For the avoidance of doubt, the Offer will be open to all Unitholders, including those to whom the Offer Documentation may not be sent.

14.2 Copies of the Notification Letter and the relevant Acceptance Forms

Where there are potential restrictions on sending the Notification Letter and the relevant Acceptance Forms to any overseas jurisdiction, the Offeror and the Financial Adviser each reserves the right not to send these documents to Overseas Unitholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Unitholder may, nonetheless, obtain a copy of the Notification Letter, the relevant Acceptance Forms and any related documents during normal business hours and up to the Closing Date, from (a) the CDP (if he/she/it is a Depositor) by contacting CDP’s Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of such documents, or (b) the office of the Registrar, Boardroom Corporate & Advisory Services

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Pte. Ltd. (if he/she/it holds Offer Units in the form of confirmation note(s)), at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Alternatively, an Overseas Unitholder may, subject to compliance with applicable laws, write to the Offeror (a) through CDP (if he/she/it is a Depositor) at Privy Box No. 920764, Singapore 929292, or (b) the Registrar (if he/she/it holds Offer Units in the form of confirmation note(s)), at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 to request for the Notification Letter, the relevant Acceptance Form(s) and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to five (5) Market Days prior to the close of the Offer.

14.3 Overseas Jurisdiction

It is the responsibility of any Overseas Unitholder who wishes to (i) request for the Notification Letter, the relevant Acceptance Forms and/or any related documents and/or (ii) accept the Offer to satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Unitholders shall be liable for any such taxes, imposts, duties or other requisite payments payable in such jurisdictions and the Offeror, the Financial Adviser, CDP, the Registrar and/or any other person acting on their behalf shall be fully indemnified and held harmless by such Overseas Unitholders for any such taxes, imposts, duties or other requisite payments as the Offeror, the Financial Adviser, CDP, the Registrar and/or any other person acting on their behalf may be required to pay. In accepting the Offer, each Overseas Unitholder represents and warrants to the Offeror and the Financial Adviser that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection and that he/she/it is in full compliance with all necessary formalities or legal requirements.

Any Overseas Unitholder who is in doubt about his/her/its position should consult his/her/its professional adviser in the relevant jurisdiction.

14.4 Notice

The Offeror and the Financial Adviser each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Unitholders (including Overseas Unitholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Unitholder (including any Overseas Unitholder) to receive or see such announcement or advertisement."

12 INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS

As stated in Section 15 of the Letter to Unitholders in the Offer Document:

- (a) CPFIS Investors and SRS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.
- (b) CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks accordingly by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks. Subject to the Offer becoming or being declared unconditional in all respects in accordance with

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its terms, CPFIS Investors and SRS Investors who accept the Offer will receive the Offer Price in respect of their Offer Units, in their respective CPF investment accounts and SRS investment accounts.

13 ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders who do not wish to accept the Offer need not take any further action in respect of the Offer Document and the Acceptance Forms which have been sent to them.

Unitholders who wish to accept the Offer must do so not later than 5.30 p.m. (Singapore time) on 10 February 2026, or such later date(s) as may be announced from time to time by or on behalf of the Offeror. The Directors would like to draw the attention of Unitholders who wish to accept the Offer to the "Procedures for Acceptance of the Offer" as set out in Appendix 2 to the Offer Document.

Acceptances should be completed and returned as soon as possible and, in any event, so as to be received by CDP or the Registrar, as the case may be, not later than 5.30 p.m. (Singapore time) on 10 February 2026, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

14 DIRECTORS' RESPONSIBILITY STATEMENT

- 14.1 The Directors (including any who may have delegated detailed supervision of this Circular) have taken all reasonable care to ensure that the information contained and facts stated in this Circular (other than those relating to the Offeror, and Appendix I and Appendix II to this Circular for which the IFA and the Offeror have taken responsibility respectively) are fair and accurate and that no material facts have been omitted from this Circular. The Directors jointly and severally accept full responsibility for the accuracy of information contained in this Circular and confirm, having made all reasonable inquiries, that to the best of their knowledge, all opinions expressed in this Circular have been arrived at after due and careful consideration and are fair and accurate, and where appropriate, there are no other facts not contained in this Circular, the omission of which would make any statement in this Circular misleading.
- 14.2 Where any information has been extracted or reproduced from published or publicly available sources or obtained from the Offeror (including without limitation, the Offer Announcement and the Offer Document), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Circular. The Directors are not aware of any information which has yet to be announced that will have a material bearing on Unitholders' decisions on the Offer.
- 14.3 In respect of the IFA Letter issued by the IFA and the Valuation Reports and Valuation Summary Letters issued by the Independent Valuers, the sole responsibility of the Directors has been to ensure that the facts stated therein with respect to the AI-REIT Group are fair and accurate.
- 14.4 The recommendation of the Independent Directors to Unitholders set out in paragraph 10.3 of this Circular is the sole responsibility of the Independent Directors.

15 ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices which form part of this Circular.

Yours faithfully,

For and on behalf of the Board of Directors of
ALPHA INTEGRATED REIT MANAGEMENT PTE. LTD.
as Manager of AI-REIT

**LETTER FROM ASIAN CORPORATE ADVISORS PTE. LTD. TO THE
INDEPENDENT DIRECTORS AND THE TRUSTEE IN RESPECT OF THE OFFER**

ASIAN CORPORATE ADVISORS PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No: 200310232R)

160 Robinson Road #21-05
SBF Center
Singapore 068914

The Independent Directors
Alpha Integrated REIT Management Pte. Ltd.
(in its capacity as manager (the **"Manager"**) of Alpha Integrated Real Estate Investment Trust)
105 Cecil Street #10-01,
The Octagon
Singapore 069534

HSBC Institutional Trust Services (Singapore) Limited
(in its capacity as trustee (the **"Trustee"**) of Alpha Integrated Real Estate Investment Trust)
10 Marina Boulevard
#48-01 Marina Bay Financial Centre Tower 2
Singapore 018983

27 January 2026

MANDATORY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED (THE "FINANCIAL ADVISER" OR "UOB") FOR AND ON BEHALF OF MINDARIE INVESTMENT PTE. LTD. (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED AND OUTSTANDING UNITS IN ALPHA INTEGRATED REAL ESTATE INVESTMENT TRUST ("AI-REIT") OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT (THE "OFFER")

*Unless otherwise defined or where the context otherwise requires, all terms used herein shall have the same meanings as defined in the circular dated 27 January 2026 (the **"Circular"**) issued by the Manager on behalf of AI-REIT.*

1. INTRODUCTION

On 23 December 2025 (the **"Offer Announcement Date"**), UOB announced, for and on behalf of the Offeror (the **"Offer Announcement"**) that the Offeror intends to make the Offer in cash for all the issued and outstanding units in the capital of AI-REIT (the **"Units"** or **"AI-REIT Units"**) other than those already owned or controlled by the Offeror and parties acting in concert with it (the **"Offer Units"**) at S\$0.480 per Offer Unit (the **"Offer Price"**), in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the **"Code"**), as a consequence of the acquisition by Volare Group AG (**"Volare"**) of 241,568,431 Units from ESR Group Limited (formerly known as ESR Cayman Limited) and E-Shang Infinity Cayman Limited (collectively, the **"Vendors"**) by way of a married deal at S\$0.400 per Unit (the **"Acquisition"**).

On 13 January 2026, UOB announced, for and on behalf of the Offeror, that the notification containing the addresses and instructions for the electronic retrieval of the formal offer document dated 13 January 2026 containing the terms and conditions of the Offer (the **"Offer Document"**) and its related documents, has been despatched to the unitholders of AI-REIT (the **"Unitholders"**) together with the relevant forms for acceptance as defined in the Offer Document (the **"Acceptance Forms"**).

Asian Corporate Advisors Pte. Ltd. (“**ACA**”) has been appointed as the independent financial adviser (the “**IFA**”) to advise the Trustee and directors of the Manager (the “**Directors**”), who are regarded as independent for the purpose of making a recommendation to the Unitholders in respect of the Offer (the “**Independent Directors**”). We note from the Circular that the Independent Directors comprise Mr. Bhavik Umesh Doshi, Mr. Saha Anshuman Manabendranath, Mr. Lim Hock Chuan, Mr. Jan Frederic Moermann and Mr. Havard Chi Cher Pan.

This letter (the “**Letter**” or “**IFA Letter**”) and any other documents, which may be issued by ACA, in respect of the Offer, for the purpose of revising, amending or supplementing or updating (as the case may be) and setting out, *inter alia*, our views and evaluation of the financial terms of the Offer and our recommendations thereon, will form part of the Circular providing, *inter alia*, details of the Offer and the recommendations of the Independent Directors with regards to the Offer. Unless otherwise defined or where the context otherwise requires, the definitions used in the Circular shall apply throughout this Letter. Certain figures and computations as enumerated or set out in this Letter are based on approximations and their accuracy is subject to rounding.

2. TERMS OF REFERENCE

ACA has been appointed to advise the Independent Directors and the Trustee on the financial terms of the Offer and whether the Unitholders should accept or reject the Offer in compliance with the provisions of the Code. We do not warrant the merits of the Offer other than to form a view, for the purposes of Rule 7.1 and 24.1 (b) of the Code, as to whether the financial terms of the Offer are fair and reasonable. We have not conducted a comprehensive review of the business, operations or financial conditions of AI-REIT. We have confined our evaluation strictly and solely on the financial terms of the Offer and have not taken into account the commercial risks and/or merits (if any) of the Offer or its strategic merits or the future prospects of AI-REIT and its subsidiaries (collectively, the “**AI-REIT Group**” or the “**AI-REIT Group Entities**”) or the comparison with other deals involving the issued Units or the investments made by AI-REIT or the timing or the time extended for the Offer. Such evaluation or comment remains the responsibility of the Directors and the management of the Manager (the “**Management**”) although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our view as set out in this Letter.

We were not requested or authorised to solicit, and we have not solicited, any indications of interest from any third party with respect to the Offer Units or assets or businesses or the investment portfolio of the AI-REIT Group. We are therefore not addressing the relative merits of the Offer as compared to any alternative transaction that may be available to AI-REIT (or the Unitholders), or as compared to any alternative offer that might otherwise be available in the future.

In addition, we do not express any views or opinions on the legality of the Offer or all other matters pertaining to the Offer or documents for the Offer (the Circular), *inter alia*, the mechanism or the processes of acceptances, its eligibility or validity or other alternatives (if any) or the sufficiency of information or any undertakings provided or, where applicable, rights of compulsory acquisition, or the requirement for a forecast or prospect statement or its contents pursuant to the Code. Our scope does not include determining the independence of the Independent Directors for the purpose of making the recommendation in respect of the Offer.

In the course of our evaluation, we have held discussions with the Directors and the Management, and have examined and relied on publicly available information collated by us as well as information provided and representations made to us, both written and verbal, by the Directors and the Management, including information contained in the Circular. We have not independently verified such information but have made such enquiries and used our judgement as we deemed necessary on such information and have found no reason to doubt the accuracy and the reliability of the information used for the purposes of our evaluation. Accordingly, we cannot and do not expressly or impliedly represent or warrant, and do not accept any responsibility for, the accuracy or completeness or adequacy of such information or the manner it has been classified or presented or the basis of any valuations which may have been included in the Circular or announced by AI-REIT.

We have relied upon the assurance of the Directors and the Management that all statements of fact, belief, opinion, and intention made by the Directors and the Management in the Circular and this Letter, have been reasonably made after due and careful enquiry. Accordingly, no representation or warranty, express or implied, is made and no responsibility is accepted by us concerning the accuracy or completeness or adequacy of such information or statements of facts or belief or opinion or intention.

Our evaluation is based solely on publicly available information and other information provided by the Manager as well as the economic and market conditions prevailing as at 16 January 2026 (the “**Latest Practicable Date**”) which were issued subsequent to the Latest Practicable Date) and therefore does not reflect expected financial performance after the financial period nine (9) months ended 30 September (“**9M**”) 2025 (“**9M FY2025**”) for AI-REIT and the AI-REIT Group.

Accordingly, we have not commented on or assessed the expected future performance or growth prospects or financial position and earnings potential of AI-REIT or the AI-REIT Group (including their ability to continue as going concerns) or its portfolio of investment properties or liabilities or the Units, irrespective of the outcome of the Offer. Under our scope and terms of reference, we are neither required nor able to discuss, comment, opine, or advise on the AI-REIT Group’s financial performance,

position and conditions or its ability to continue as a going concern after 30 September 2025 or after the completion or close of the Offer. We are therefore not expressing any view herein as to the returns that the Unitholders may have from owning/holding the Units upon completion of or close of the Offer, or on the future financial performance of AI-REIT or the AI-REIT Group or the plans (if any) that the Offeror may have for AI-REIT or the AI-REIT Group.

We have not made any independent evaluation or appraisal of the assets and liabilities (including, without limitation, investment properties) of AI-REIT or its portfolio of investment properties. In connection with the financial year (“FY”) ending 31 December 2025 (“FY2025”), the Manager has commissioned two independent valuers (collectively, the “**Independent Valuers**”) named in the announcement dated 23 January 2026 (the “**Valuation Announcement**”) to carry out independent property valuations of all of the investment properties owned by AI-REIT (the “**Subject Properties**”) as at 31 December 2025 (the “**Valuation Date**”). Copies of the valuation report (the “**Valuation Reports**”) and the valuation summary letters (the “**Valuation Summary Letters**”) of the Subject Properties are made available for inspection and set out in Appendix VII to the Circular respectively. We are not experts in the evaluation or appraisal of the assets concerned and we have relied on the opinion of and confirmations from the Directors as set out in Section 7.4 of this Letter. We have not made any independent verification of the contents of the Valuation Reports and the Valuation Summary Letters. In particular, we do not assume any responsibility to enquire about the basis of the valuation contained in their Valuation Reports and Valuation Summary Letters or if the contents thereof have been prepared and/or included in the Circular in accordance with all applicable regulatory requirements and professional standards including the Code and the International Valuation Standards.

The Directors are of the opinion that the values of the assets and liabilities as well as the financial performance or condition of the AI-REIT Group as reflected in the unaudited interim consolidated financial statements of AI-REIT and the AI-REIT Group for 9M FY2025 and the audited consolidated financial statements of AI-REIT and the AI-REIT Group for the financial year ended 31 December 2024 (“FY2024”) are true and fair. The Directors have also confirmed that to the best of their knowledge, nothing has come to their attention which may render the AI-REIT Group’s unaudited financial statements for 9M FY2025 to be false or misleading in any material aspect. In addition, the Directors have confirmed that to the best of their knowledge and belief, such information is true, complete and accurate in all respects and that there is no other information or fact, *inter alia*, where applicable the valuation or appraisal of assets or liabilities, the omission of which would render those statements or information to be untrue, inaccurate, incomplete or misleading in any material aspect.

The Directors have confirmed that, to the best of their knowledge, as at the Latest Practicable Date and save for matters disclosed in the Circular, this Letter, the AI-REIT Group’s unaudited interim consolidated financial statements for 9M FY2025, audited consolidated financial statements for FY2024, and AI-REIT’s announcements on the SGXNet, there have been no material changes to the AI-REIT Group’s assets and liabilities, portfolio, financial position, condition and performance.

Our opinion in this Letter is based on economic, market, industry, monetary and other conditions (if applicable) in effect on, and the information provided to us, as of the Latest Practicable Date. Such conditions may change significantly over a relatively short period of time. Accordingly, the bases or assumptions and likewise our views or opinion or recommendation may and do change in the light of these developments which, *inter alia*, include general as well as company specific or industry specific conditions or sentiments or factors or levels of acceptances after the Latest Practicable Date. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Unitholders should further take note of any announcement(s) relevant to their consideration of the Offer which may be released by AI-REIT and/or the Offeror after the Latest Practicable Date.

Likewise, this Letter outlines some of the matters or bases or factors or assumptions which we have used in our assessment. They are by no means exhaustive or a reproduction of all the matters or bases or factors or assumptions etc., which we have used in our assessment.

The Directors have jointly and severally accepted full responsibility, as set out in the Circular, for the truth, accuracy and completeness of the information and representations as provided by the Directors and contained therein. The Directors have confirmed to ACA that all material information including but

not limited to plans or prospects or proposals or rationale involving the Offer, or AI-REIT or the AI-REIT Group or the transactions (if any) stipulated in the Circular or changes to its capital structure or proposals or plans with respect to the AI-REIT Group's investment properties or liabilities, available to them and the Management in connection with AI-REIT, the AI-REIT Group, the Offer, or the Offeror or such other parties has been disclosed to ACA and included in the Circular, that such information is true, complete and accurate in all material respects and that there is no other information or fact including the expected future performance or future growth prospects or plans of AI-REIT or the AI-REIT Group, the omission of which would result in the facts stated and the opinions expressed by the Directors in the Circular to be untrue, inaccurate or incomplete in any respect or misleading. Accordingly, no representation or warranty, express or implied, is made and no responsibility is accepted by ACA concerning the truth, accuracy, completeness or adequacy of such information or facts.

In rendering our opinion and giving our recommendation, we have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any individual Unitholder. As different Unitholders would have different investment profiles and objectives, we would advise the Independent Directors to recommend that any individual Unitholder who may require advice in the context of his specific investment portfolio, including his investment in AI-REIT or the Units, to consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Accordingly, any factor or assumption or basis as well as the relative emphasis on any matter set out in this Letter on the Offer, or AI-REIT or the AI-REIT Group or the Units which we used or may have used may differ from the relative emphasis accorded by any individual Unitholder or Independent Director, and as such Independent Directors are advised to highlight to Unitholders as well as note for themselves that any reliance on our opinion or view or assessment, is subject to the contents of this Letter and the Circular in its entirety.

Our Letter, opinion, views or recommendation should not be used or relied by anyone for any other purposes and should only be used by the Independent Directors, subject to our terms of reference and the contents of this Letter, as one of the basis for their opinions or views or recommendation. In addition, any references to our Letter as one of the basis for their opinion, views or recommendation, should not be made except with our prior consent in writing and even if made with our prior consent in writing, shall be subject to the contents of this Letter in its entirety, *inter alia*, the matters, conditions, assumptions, limitations, factors, and bases as well as our terms of reference for this Letter.

The Manager has been separately advised by its own professional advisers in the preparation of the Circular (other than this Letter). We have had no role or involvement and have not provided any advice, financial or otherwise, in the preparation, review and verification of the Circular (other than this Letter and any extracts thereof set out in the Circular). Accordingly, we take no responsibility for and express no views, express or implied, on the contents of the Circular (other than this Letter and any extracts thereof set out in the Circular).

3. TERMS OF THE OFFER

The principal terms and conditions of the Offer, as extracted from Section 2 of the Offer Document, are set out in italics below. We recommend that Unitholders read the terms and conditions contained therein carefully.

“2. THE OFFER

2.1 Offer

The Financial Adviser, for and on behalf of the Offeror, hereby makes the Offer to acquire all the Offer Units in accordance with Rule 14 of the Code and on the terms and subject to the conditions set out in this Offer Document and the Acceptance Forms.

2.2 Offer Units

The Offer will be extended to all Units other than those already owned, controlled or agreed to be acquired by the Offeror or any party acting in concert with it as at the Offer Announcement Date (the “Offer Units”, and each, an “Offer Unit”).

2.3 Offer Price

<i>For each Offer Unit: S\$0.48 in cash (the “Offer Price”)</i>
--

The Offer Price is not less than the highest price at which the Offeror and parties acting in concert with it had acquired Units in the six (6) months immediately preceding or on the Offer Announcement Date which includes the highest price paid by the Offeror for the Units acquired pursuant to the Acquisition.

2.4 No Encumbrances

The Offer Units will be acquired:

- (a) fully paid;*
- (b) free from all charges, claims, hypothecations, liens, caveats, debentures, pledges, mortgages, power of sale, retention of title or security interest of any kind over and in respect of the Offer Units and any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which the Offer Units are subject or any right or option for the sale or purchase of such Offer Units, and any other third party rights and interests of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing (“Encumbrances”); and*
- (c) together with all rights, benefits and entitlements attaching thereto as at the Offer Announcement Date, and thereafter attaching thereto, including but not limited to the right to receive and retain any Distributions (if any), the Record Date for which falls on or after the Offer Announcement Date.*

2.5 Adjustments for Distributions

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Units will be acquired with the right to receive any Distribution, the Record Date for which falls on or after the Offer Announcement Date. In the event of any such Distribution, the Offer Price payable to a Unitholder who validly accepts or has validly accepted the Offer shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Units tendered in acceptance of the Offer (the “Offer Settlement Date”) falls:

- (a) if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the*

relevant accepting Unitholders the unadjusted Offer Price for each Offer Unit, as the Offeror will receive the Distribution in respect of such Offer Units; and

- (b) if the Offer Settlement Date falls after the Record Date, the Offer Price payable for such Offer Units tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Offer Units, as the Offeror will not receive such Distribution.

2.6 Minimum Acceptance Condition

Pursuant to Rule 14.2 of the Code, if the Offeror and parties acting in concert with it do not hold in aggregate more than 50% of the issued Units when the Offer is made, the Offer is required to be made conditional upon the Offeror receiving such number of acceptances which would result in the Offeror and parties acting in concert with it holding in aggregate more than 50% of the voting rights attributable to the total issued Units.

Accordingly, the Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Units which when taken together with the Units owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and parties acting in concert with it holding in aggregate such number of Units carrying more than 50% of the total voting rights attributable to the issued Units as at the close of the Offer (the “**Minimum Acceptance Condition**”).

The Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Units which, when taken together with the Units owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and parties acting in concert with it holding in aggregate more than 50% of the total Units as at the close of the Offer.

Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.

2.7 Revision of the Terms of the Offer

The Offeror reserves the right to revise the terms of the Offer in accordance with the Code.

2.8 Duration of the Offer

The Offer is open for acceptance by Unitholders for the period commencing on the Despatch Date and ending on the Closing Date, being the day falling at least 28 days after the Despatch Date¹. Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 10 February 2026, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

Please refer to Appendix 1 to this Offer Document for further details on the duration of the Offer.

2.9 Warranty

A Unitholder who tenders his/her/its Offer Units in acceptance of the Offer will be deemed to unconditionally and irrevocably represent, warrant and undertake to the Offeror that he/she/it sells such Offer Units as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances, and (c) transferred together with all rights, benefits, and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including the right to all Distributions (if any), the Record Date for which falls on or after the Offer

¹ The Offer will remain open for acceptance for such period unless the Offer is withdrawn with the consent of the SIC and every person is released from any obligation incurred thereunder.

Announcement Date.”

4. INFORMATION ON THE OFFEROR AND ITS CONCERT PARTIES

Information and additional general information on the Offeror and its concert parties (collectively, the “**Offeror Concert Party Group**”) are set out in Section 5 of and Appendix 3 to the Offer Document.

5. INFORMATION ON AI-REIT

Information and additional general information on AI-REIT are set out in Section 6 of and Appendix 4 to the Offer Document as well as Appendix III to the Circular.

6. THE RATIONALE FOR THE OFFER, INTENTION OF THE OFFEROR AND THE LISTING STATUS

The rationale for the Offer, the Offeror’s intentions and the listing status as extracted from Sections 7, 9 and 10 of the Offer Document, are set out in italics below. We recommend that Unitholders read the terms and conditions contained therein carefully.

“7. RATIONALE FOR THE OFFER

7.1 Compliance with the Code

As set out in Section 1.2 (Pre-Offer Acquisition), immediately prior to the Acquisition, the Offeror and its concert parties owned or controlled in aggregate approximately 19.80% of the total number of issued Units.

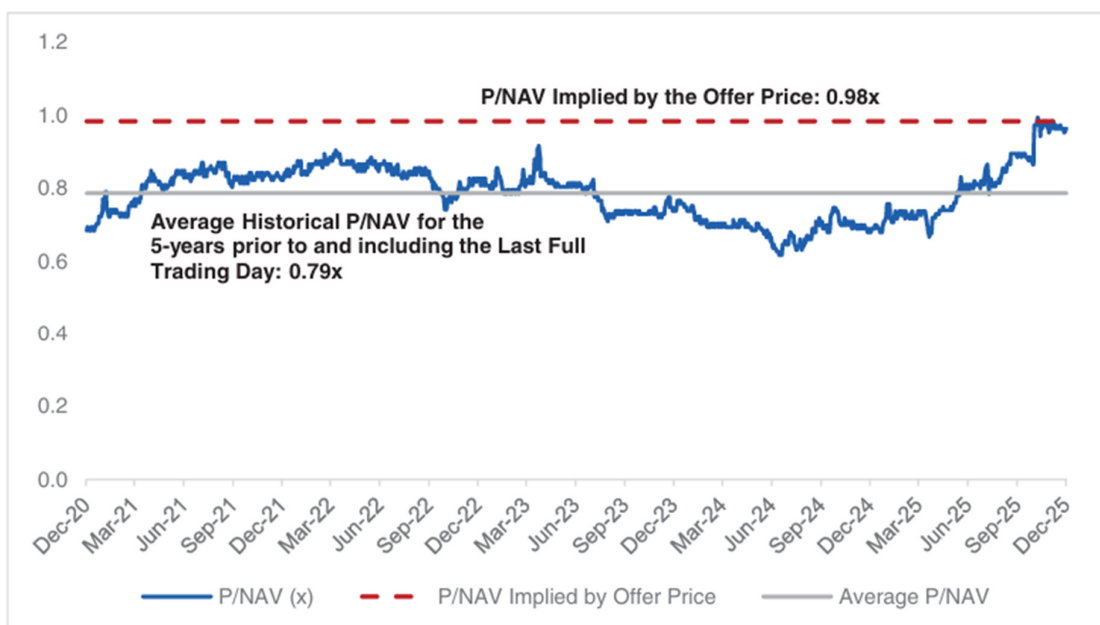
As a result of the Acquisition, the Offeror and its concert parties own or control approximately 41.27% of the total number of issued Units and accordingly, have incurred an obligation to make a mandatory general offer in accordance with Rule 14 of the Code.

7.2 Opportunity for Unitholders to Realise their Investments at a Premium over Historical Traded Prices

The Offer presents Unitholders an opportunity to realise their investment in cash at a premium over historical traded prices of the Units.

The Offer Price represents:

- (a) a premium of approximately 2.1% over the last transacted price per Unit on the Last Full Trading Day;*
- (b) a premium of approximately 2.1%, 3.7%, 9.6% and 14.3% over the VWAP per Unit for the one (1)-month, three (3)-month, six (6)-month and 12-month periods respectively, up to and including the Last Full Trading Day; and*
- (c) a premium of approximately 3.2% over the offer price of S\$0.465 for the voluntary conditional partial cash offer made by Volare on 10 February 2023.*



The Offer also represents a premium of 25.1% over the average historical P/NAV (price to net asset value) of AI-REIT for the five (5) years prior to and including the Last Full Trading Day.

7.3 Opportunity for Unitholders to Exit Without Incurring Brokerage Expenses or Trading Costs, Which May Not Otherwise be Available due to Low Trading Liquidity

The Offer provides Unitholders with an opportunity to exit their investment in the Units without incurring brokerage expenses or trading costs, which may otherwise not be available given the low trading liquidity of the Units.

The trading volume of the Units has been low, with an average daily trading volume of approximately 354,567 Units, 489,008 Units, 511,047 Units and 358,265 Units during the respective one (1)-month period, three (3)-month period, six (6)-month period and 12-month period up to and including the Last Full Trading Day. Each of these represents less than 0.046% of the total number of issued Units for any of the aforementioned periods.

9. THE OFFEROR'S INTENTIONS RELATING TO AI-REIT

- 9.1 It is the current intention of the Offeror that AI-REIT continues with its existing activities. There are presently no plans to make any material changes to AI-REIT's existing business, re-deploy its fixed assets, to initiate any major changes to the investment policy of AI-REIT or discontinue the employment of existing employees of AI-REIT, in each case, except in the ordinary course of business.
- 9.2 The Offeror however retains the discretion and flexibility to conduct a review of its options relating to the management and the operations of AI-REIT and to consider any options or opportunities which may present themselves and which it regards to be in the interests of AI-REIT and the Unitholders.

10. LISTING STATUS AND COMPULSORY ACQUISITION

10.1 Listing Status

- (a) Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that valid acceptances have been received pursuant to the Offer that brings the holdings

owned by the Offeror and parties acting in concert with it to above 90% of the total issued Units, the SGX-ST may suspend the trading of the Units on the SGX-ST until such time it is satisfied that at least 10% of the total issued Units are held by at least 500 Unitholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total issued Units, thus causing the percentage of the total number of issued Units held in public hands to fall below 10%, the SGX-ST will suspend trading of the Units only at the close of the Offer.

- (b) Rule 723 of the Listing Manual requires AI-REIT to ensure that at least 10% of the total number of issued Units are at all times held by the public (the “**Free Float Requirement**”). In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not met, AI-REIT must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Units on the SGX-ST. Rule 724(2) of the Listing Manual states that the SGX-ST may allow AI-REIT a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Units in public hands to at least 10%, failing which AI-REIT may be delisted from the SGX-ST.
- (c) It is the present intention of the Offeror to maintain the listing status of AI-REIT on the SGX-ST following completion of the Offer. In the event the Free Float Requirement is not satisfied as at the close of the Offer and the trading of the Units on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to itself at such time.

10.2 Compulsory Acquisition

- (a) Pursuant to Section 295A(1) of the SFA, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Units during the period when the Offer is open for acceptance), in respect of not less than 90% of the Units (other than Units already held at the date of the Offer by the Offeror, its related corporations and their respective nominees as determined pursuant to Section 295A of the SFA), the Offeror will be entitled to exercise the right to compulsorily acquire all the Units of the Unitholders who have not accepted the Offer on the same terms as those offered under the Offer. In addition, pursuant to Section 295A(4) of the SFA, if the Offeror acquires such number of Units which, together with the Units held by it, its related corporations and/or their respective nominees, comprise 90% or more of the total number of issued Units as at the close of the Offer, Unitholders who have not accepted the Offer have a right to require the Offeror to acquire their Units on the same terms as those offered under the Offer. Such Unitholders who wish to exercise such rights are advised to seek their own independent legal advice.
- (b) As stated in Section 10.1(c) (Listing Status) above, it is the present intention of the Offeror to maintain the listing status of AI-REIT on the SGX-ST following completion of the Offer. Accordingly, the Offeror presently has no intention of exercising its right of compulsory acquisition under Section 295A(1) of the SFA, should it become available.

The Offeror reserves the right and discretion to re-evaluate its position, taking into account, among other things, the level of acceptances received by the Offeror in respect of the Offer and the prevailing market conditions at the relevant time. Accordingly, there is no assurance that the current intention will be carried into effect.”

7. FINANCIAL ASSESSMENT OF THE OFFER

In assessing the terms of the Offer from a financial point of view, we have taken into account the following pertinent factors as well as others in this Letter, which we consider will have a significant bearing on our assessment:

- (i) Historical market price performance and trading activity of the Units;
- (ii) Unit price performance relative to market index;
- (iii) Historical financial performance and position of the AI-REIT Group;
- (iv) Net asset value ("**NAV**") and revalued NAV ("**RNAV**") per Unit;
- (v) Historical trailing P/NAV;
- (vi) Comparison against selected REIT non-privatisation MGO transactions;
- (vii) Relative valuation analysis; and
- (viii) Such other relevant considerations which have significant bearing on our assessment.

These factors are discussed in detail in the ensuing sections.

As at the Latest Practicable Date, we note from Appendix III to the Circular that AI-REIT has 1,125,055,242 Units which are issued and outstanding, and that there is only one class of units in AI-REIT, comprising the Units. As at the Latest Practicable Date, there are no outstanding instruments convertible into, rights to subscribe for, and options in respect of, the Units or securities which carry voting rights in AI-REIT as at the Latest Practicable Date.

In evaluating these Selected Comparable REITs, we have applied and used the following valuation ratios:

Valuation ratios	General descriptions
Price-to-NAV ("P/NAV")	The P/NAV multiple or ratio is the ratio of the relevant prices of the units to the net asset value of the relevant REITs. It is an asset-based valuation methodology that illustrates the ratio of the current market valuation of a REIT relative to its tangible and intangible asset backing as measured in terms of its net asset value. The NAV of a REIT provides an estimate of its value assuming a hypothetical sale of all its tangible and intangible assets, the proceeds of which are first used to repay the liabilities and obligations of that company with the balance available for distribution to its unitholders. Comparisons of real estate investment trust using their book NAVs are affected by differences in <i>inter alia</i> their respective accounting policies, asset valuation methodologies or policies. Nonetheless, for a real estate investment trust, P/NAV is a primary valuation metric as NAV represents the fundamental value of the underlying real estate business.
LTM distribution yield ("LTM Distribution Yield")	This tool illustrates the aggregate dividend per unit ("DPU") amount that is attributed to unitholders in relation to the preceding four (4) quarters, divided by the current unit price.

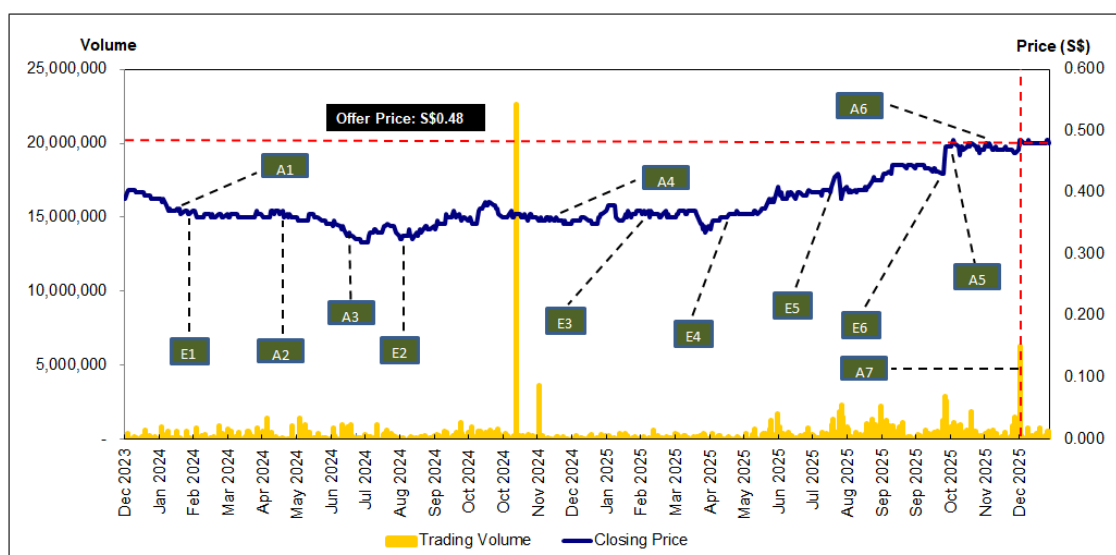
7.1 HISTORICAL MARKET PRICE PERFORMANCE AND TRADING ACTIVITY OF THE UNITS

The Units were last transacted on 22 December 2025 (the “**Last Full Trading Day**”) prior to the release of the Offer Announcement before trading hours on 23 December 2025 (the “**Offer Announcement Date**”).

For the purpose of our analysis, we have compared the Offer Price against the historical market price performance of the Units and considered the historical trading volume of the Units from 26 December 2023 to 22 December 2025, being the 2-year period prior to and including to the Last Full Trading Day (the “**2-year Lookback Period**”), and between the Offer Announcement Date and up to and including the Latest Practicable Date. We have assessed that the 2-year Lookback Period provides sufficient data points for the assessment of historical market price performance and trading activity of the Units, without having significant differences in the general business environment.

We set out below the daily closing price and daily trading volume of the Units for the 2-year Lookback Period. We have also marked certain dates in the chart where significant events have occurred.

Exhibit 1: Daily closing price and trading volume of the Units for the 2-year Lookback Period and up to and including the Latest Practicable Date



Source: www.shareinvestor.com, and AI-REIT's announcements on the SGXNet.

The key announcements made by AI-REIT are as follows:

Earnings and Distributions announcements

No.	Date	Announcement
E1	23 January 2024	Release of financial results for FY2023.
E2	23 July 2024	Release of financial results for the six-month period ended 30 June 2024.
E3	21 January 2025	Release of financial results for FY2024.
E4	15 April 2025	Release of financial results for the three-month period ended 31 March 2025.
E5	23 July 2025	Release of financial results for the six-month period ended 30 June 2025.

No.	Date	Announcement
E6	22 October 2025	Release of financial results for 9M FY2025.

Other significant events or announcements

No.	Date	Announcement
A1	12 January 2024	Unitholders with aggregate unitholdings exceeding 10% have requested an EGM (the “ Requisition Notice ”) for the purpose of, <i>inter alia</i> , adoption of certain resolutions pertaining to, <i>inter alia</i> , the Internalisation (defined later) as set out in the announcement dated 12 January 2025.
A2	15 April 2024	Business updates for three-month period ended 31 March 2024.
A3	18 June 2024	Issuance of S\$100.0 million in sustainability-linked guarantee bonds at interest of 4.15% per annum.
A4	18 October 2024	Business updates for nine-month period ended 30 September 2024.
A5	23 October 2025	Completion of the implementation of the Internalisation.
A6	12 November 2025	Press release on, <i>inter alia</i> , the following: (i) AI-REIT had received all necessary waivers from participating lenders; (ii) the Independent Auditors confirmed that the note relating to EOM on Going Concern (defined later) is no longer applicable to the AI-REIT Group’s financial statement as at 30 September 2025; and (iii) the Management is in constructive discussions with several financial institutions regarding funding arrangements and refinancing options.
A7	23 December 2025	Release of the Offer Announcement.

During the 2-year Lookback Period, we note that the Units were traded for 501 Market Days out of a total 502 Market Days (or approximately 99.8%) and the closing prices for the Units were lower than the Offer Price on 493 Market Days (or approximately 98.2%), higher than the Offer Price on 1 Market Day, and in line with the Offer Price for 8 Market Days out of a total 502 Market Days. Thus, the closing prices for the Units were mostly at prices lower than the Offer Price for most part of the 2-year Lookback Period.

For the period commencing on the Offer Announcement Date to the Latest Practicable Date, we note that the Units were traded for 17 Market Days out of a total 17 Market Days (or 100.0%). During the said period, the closing prices of the Units were higher than the Offer Price on 5 Market Days and in line with the Offer Price for 12 Market Days out of a total 17 Market Days.

Exhibit 1 of this Letter and the analysis below are presented for illustrative purposes only, and they are by no means representative of the future trading performance or prices of the Units. Independent Directors should note that for the purposes of evaluating the Offer Price against past transactions for Units in the market, we have used the Last Full Trading Day prior to the Offer Announcement Date as a reference, as subsequent transactions in the market may have been affected by sentiments of the Offer, and it does appear so, from the analysis below.

The volume-weighted average price (“**VWAP**”), the lowest and highest transacted prices, and the average daily trading volume for the Units, for the period commencing from 26 December 2023 to the Latest Practicable Date are set out below:

Exhibit 2: Historical VWAP and % premium of Offer Price over VWAP of the Units for the 2-year Lookback Period

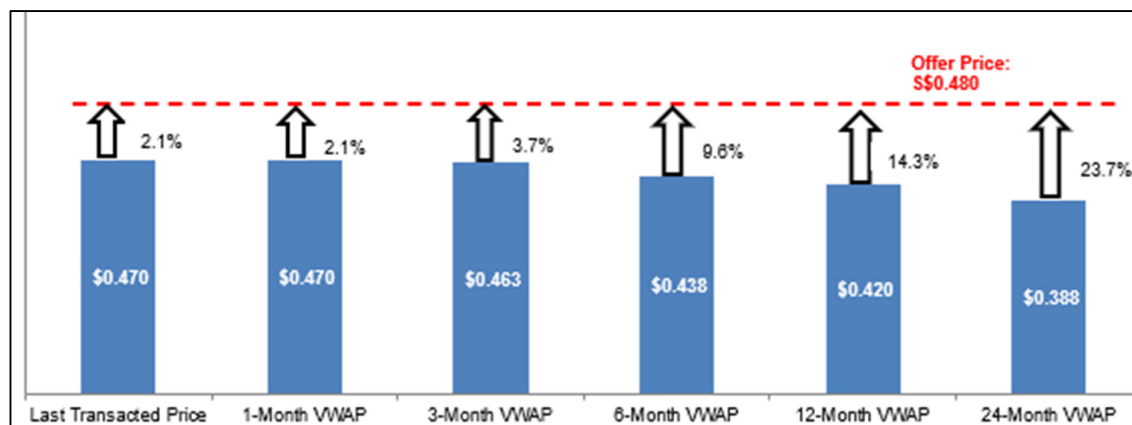


Exhibit 3: VWAP, lowest/highest transacted price, and average daily trading volume for the Units for the 2-year Lookback Period and up to and including the Latest Practicable Date

	VWAP per Unit (\$) ⁽¹⁾	Premium/(Discount) of the Offer Price over/(from) the VWAP per Unit (%)	Lowest transacted price (\$)	Highest transacted price (\$)	Average daily trading volume ⁽²⁾	Average daily trading volume as % of free float ⁽³⁾ (%)
For the period prior to the Last Full Trading Day						
Last 24 months	0.388	23.7	0.315	0.490	351,956	0.067
Last 12 months	0.420	14.3	0.330	0.490	359,027	0.069
Last 6 months	0.438	9.6	0.385	0.490	511,048	0.098
Last 3 months	0.463	3.7	0.430	0.490	489,011	0.094
Last 1 month	0.470	2.1	0.460	0.480	354,567	0.068
Last transacted price on 22 December 2025 (being the Last Full Trading Day) ⁽⁴⁾	0.470	2.1	0.460	0.470	204,500	0.039
For the period commencing on the Offer Announcement Date up to the Latest Practicable Date⁽⁴⁾						
Till the Latest Practicable Date	0.482	(0.4)	0.475	0.490	700,012	0.134
Last transacted price on 16 January 2026, being the Latest Practicable Date ⁽⁵⁾	0.480	0.0	0.480	0.485	354,100	0.068

Source: www.shareinvestor.com.

Notes:

- (1) The VWAP had been computed using the average prices of traded Units and weighted by the volumes traded for the relevant trading days for each of the periods.
- (2) The average daily trading volume of the Units is calculated based on the total number of Units traded during the relevant period divided by the number of Market Days during that period.

- (3) *"Free Float" refers to approximately 522,058,440 Units (or approximately 46.40% of the issued Units) held by Unitholders, other than the Offeror and its concert parties (being Unitholders who are deemed to be parties as acting in concert with the Offeror as described in the Offer Document), the Directors, and the substantial Unitholders as at the Latest Practicable Date.*
- (4) *Adjusted for Volare's acquisition of 241,568,431 Units pursuant to the Acquisition as per the Offer Announcement.*
- (5) *This represents the last transacted price instead of VWAP for the Units on 16 January 2026, being the Latest Practicable Date.*

Based on a general observation of the chart and table above and after taking into account the summary of the transacted prices for the Units, we note that the Offer Price:

- (i) represents premia of approximately 2.1%, 3.7%, 9.6%, 14.3% and 23.7% over the VWAP for the Units for the 1-month, 3-month, 6-month, 12-month and 24-month periods prior to the Last Full Trading Day respectively;
- (ii) represents a small premium of approximately 2.1% over the last transacted price of S\$0.470 per Unit on the SGX-ST on 22 December 2025, being the Last Full Trading Day (prior to the Offer Announcement Date);
- (iii) represents a slight discount of approximately 0.4% from the VWAP for the Units for the period commencing from the Offer Announcement Date till the Latest Practicable Date (after adjusting for Volare's acquisition of 241,568,431 Units pursuant to the Acquisition); and
- (iv) is in line with the last transacted price for the Units of S\$0.480 on the SGX-ST on 16 January 2026, being the Latest Practicable Date.

For illustrative purpose only, based on the number of Units traded on a daily basis during the period commencing from 26 December 2023 and ending on the Latest Practicable Date, we note that:—

- (i) from 26 December 2023 to 22 December 2025, being the Last Full Trading Day prior to the Offer Announcement Date, Units were traded on 501 Trading Days out of the total 502 Market Days during the period, with the total number of Units traded being approximately 176.7 million Units and an average daily trading volume (based on a total of 502 Market Days) of approximately 351,956 Units, which represents approximately 0.031% of the issued and outstanding Units as at the Latest Practicable Date or approximately 0.067% of the Free Float of the Units as at the Latest Practicable Date.
- (ii) for the period commencing from 23 December 2025, being the Offer Announcement Date till the Latest Practicable Date, Units were traded on 17 Trading Days out of the total 17 Market Days during the period, with the total number of Units traded being approximately 11.9 million Units and an average daily trading volume of approximately 700,012 Units (after adjusting for Volare's acquisition of 241,568,431 Units as per the Offer Announcement), which represents approximately 0.062% of the issued and outstanding Units as at the Latest Practicable Date; or approximately 0.134% of the Free Float of the Units as at the Latest Practicable Date. However, if trades for the Offer Announcement Date are excluded, the average daily trading volume of approximately 347,675 Units represents approximately 0.031% of the issued and outstanding Units as at the Latest Practicable Date; or approximately 0.067% of the Free Float of the Units as at the Latest Practicable Date.
- (iii) The average daily trading volume for the Units for the periods immediately after the Offer Announcement up to the Latest Practicable Date is higher than the average daily trading volume for the Units for the 1-month, 3-month, 6-month, 12-month and 24-month periods prior to the Last Full Trading Day and may have been underpinned by the Offer.
- (iv) We observe that the average daily trading volume of 359,027 Units for the 12-month period prior to the Last Full Trading Day, as well as the average daily trading volume and value as a percentage of Free Float and market capitalisation of approximately 0.1% and 0.03% respectively are in general, lower and less favourable than the Selected Comparable REITs (please see later parts of this section).

We note that trading for the Units appear to be relatively erratic (on a daily basis) and that the number of Units traded during the 24-month period on a daily basis analysed prior to and after the Last Full Trading Day is relatively low as compared to the number of issued Units comprising the Free Float as at the Latest Practicable Date. It is generally accepted that the more actively traded the units, the greater the reliance on market prices as a determination of the fair value of the units between willing buyer and willing seller. Whilst historical transacted prices for the Units may not be a meaningful indicator of its fundamental value in view of the relative lack of liquidity for the Units (in terms of number of Units traded on daily basis), they nonetheless represent the prices for transactions between willing buyer and willing seller.

For illustrative purposes only, based on the average daily trading volume of 351,956 Units for the 24-month period before the Last Full Trading Day prior to the Offer Announcement, it would take approximately 1,483 Market Days or close to 5.9 years (based on 250 Market Days per year) for the public Unitholders to be able to sell off their approximately 522.1 million Units in the market.

There is no assurance that the observed increase in the average number of Units traded on a daily basis or the trading activities for the Units will be maintained or that the transacted prices for the Units will be the same and at the levels prevailing during the period commencing on the Offer Announcement Date and ending on the Latest Practicable Date in the event that the Offer closes.

Independent Directors should note that whilst the Offer may present an opportunity for the Unitholders to realise their entire investment for cash in view of the low liquidity of the Units (in terms of number of Units traded on daily basis) during the periods observed prior to the Offer Announcement Date, the Offer Price is in general similar or at a small discount from the historical traded prices or VWAP for the Units for the period after the Offer Announcement Date.

However, it should be noted that in the absence of the Offer, such an exit for all Unitholders other than the Offeror and its concert parties may not be readily available due to the relatively low trading liquidity for the Units (in terms of number of Units traded on a daily basis).

Independent Directors should note that past trading performance for the Units may not be relied upon as an indication or promise or prospects of its trading performance in the future.

Liquidity Analysis of the Units

Ordinarily, unit prices may be affected by different factors including but not limited to relative liquidity, free float and investor interest or market sentiment as at a given point in time. In assessing the Offer, we have considered the relative liquidity of the Units in comparison with the units of the Selected Comparable REITs (as defined later).

Exhibit 4: Liquidity analysis of AI-REIT Units relative to the units of the Selected Comparable REITs in terms of market capitalisation and free float prior to the Offer Announcement

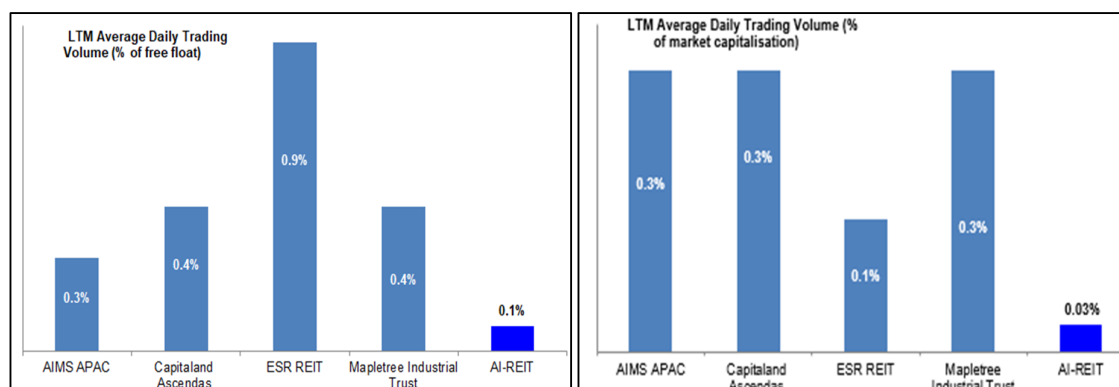


Exhibit 5: Liquidity analysis of AI-REIT Units relative to the units of the Selected Comparable REITs (as defined later) during the 2-year Lookback Period

Name	Market capitalisation as at 22 December 2025 ⁽¹⁾ (S\$m)	Free float ⁽²⁾ (%)	LTM average daily trading volume ⁽³⁾ ('m)	LTM average daily trading value ⁽⁴⁾ (S\$m)	LTM average daily trading volume/free float (%)	LTM average daily trading value /market capitalisation (%)
AIMS APAC REIT	1,209.5	70.3	1.5	3.5	0.3	0.3
Capitaland Ascendas REIT	12,775.1	74.0	12.3	33.2	0.4	0.3
ESR REIT	2,153.9	73.6	5.0	3.1	0.9	0.1
Mapletree Industrial Trust	5,792.3	72.4	8.8	18.1	0.4	0.3
Maximum	12,775.1	74.0	12.3	33.2	0.9	0.3
Minimum	1,209.5	70.3	1.5	3.1	0.3	0.1
Median	3,973.1	73.0	6.9	10.8	0.4	0.3
Simple Average	5,482.7	72.6	6.9	14.5	0.5	0.3
AI-REIT	528.8⁽¹⁾	46.4	0.4	0.2	0.1	0.03

Source: www.shareinvestor.com and the latest annual reports of the respective companies.

Notes:

- (1) The market capitalisation as at 22 December 2025 (the Last Full Trading Day) was used to ensure consistency.
- (2) Free float information is extracted from the latest annual reports of the respective REITs, unless stated otherwise.
- (3) LTM average daily trading volume is for the last twelve (12) months up to and including the Last Full Trading Day.
- (4) LTM average daily trading value is for the last twelve (12) months up to and including the Last Full Trading Day.

We note that as at the Last Full Trading Day, AI-REIT has a market capitalisation of approximately S\$528.8 million while those Selected Comparable REITs (as defined later), used in our liquidity analysis, have market capitalisation ranging from S\$1.2 billion to S\$12.8 billion, higher than that for AI-REIT. For the 12-month period leading up to the Last Full Trading Day, we note that:

- (i) AI-REIT's Free Float as a percentage of issued and outstanding Units is lower than any of the Comparable REITs.

- (ii) AI-REIT's LTM average daily trading volume prior to the Last Full Trading Day of approximately 0.4 million (or approximately 0.1% of its Free Float) is lower than any of the Selected Comparable REITs for the same period.
- (iii) AI-REIT's LTM average daily trading value prior to the Last Full Trading Day of approximately S\$0.2 million (or approximately 0.03% of its market capitalisation) is lower than any of the Selected Comparable REITs for the same period.

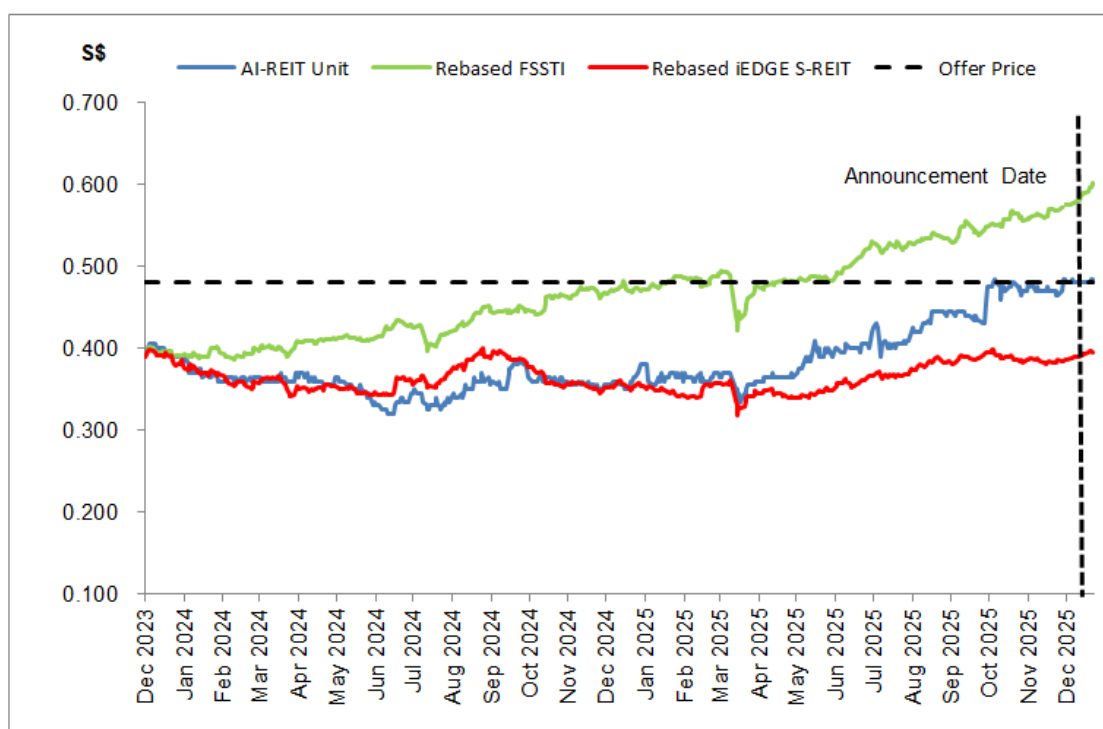
7.2 UNIT PRICE PERFORMANCE RELATIVE TO MARKET INDEX

To gauge the relative market price performance of the Units relative to the general equity securities price performance of the Singapore equity markets, we have compared the market price movement of the Units against the following indices:

- (a) FSTE Straits Times Index (the “**STI Index**”), which is a market capitalisation weighted index based on stocks of 30 representative companies listed on the Mainboard of the SGX-ST; and
- (b) iEDGE S-REIT Index (the “**iEDGE S-REIT**”), which is a free float market capitalisation weighted index that is widely regarded as Singapore's S-REIT benchmark.

The STI Index and the iEDGE S-REIT have been rebased to the closing price of the respective indices as at 26 December 2023 (being the Market Day 24 months prior to the Last Full Trading Day). As a comparative, the rebased prices of the respective indices are multiplied by AI-REIT's closing price as at 26 December 2023, to illustrate the relative trajectories of the respective indices *vis-à-vis* the Units of AI-REIT. The market price performance of the Units relative to the rebased STI Index and rebased iEDGE S-REIT for the period from 26 December 2023 up to and including the Latest Practicable Date is illustrated below.

Exhibit 6: Performance of AI-REIT Units relative to the rebased STI Index and the rebased iEDGE S-REIT



Source: The SGX-ST.

The market price performance of the Units relative to the rebased STI Index and the rebased iEDGE S-REIT for the period from 26 December 2023 up to and including the Last Full Trading Day is illustrated below.

Exhibit 7: Performance of AI-REIT Units relative to the rebased STI Index and the rebased iEDGE S-REIT for the 2-year Lookback Period

	As at 26 December 2023 (S\$)	As at the Last Full Trading Day (S\$)	Percentage change (%)
The Units	0.390	0.470	20.5%
The rebased STI Index	0.390	0.573	46.8%
The rebased iEDGE S-REIT	0.390	0.384	(1.4)%

Source: The SGX-ST.

We have also set out in the table below the movements in the last transacted prices of the Units, the rebased STI Index, and the rebased iEDGE S-REIT between the Offer Announcement Date and the Latest Practicable Date:

Exhibit 8: Performance of AI-REIT Units relative to the rebased STI Index and the rebased iEDGE S-REIT for the period commencing from the Offer Announcement Date to the Latest Practicable Date

	Last closing prior to the Offer Announcement Date (S\$)	As at the Latest Practicable Date (S\$)	Percentage change (%)
The Units	0.470	0.480	2.1%
The rebased STI Index	0.573	0.602	5.2%
The rebased iEDGE S-REIT	0.384	0.395	2.8%

Source: The SGX-ST.

Based on the above, we note the following:

- (i) For the 2-year Lookback Period up to and including the Last Full Trading Day, the Units had generally underperformed the rebased STI Index, but had outperformed the rebased iEDGE S-REIT. Accordingly, as the Offer Price is at a premium to the last closing prior to Offer Announcement, the implied returns performance based on the Offer Price would have exceeded that for rebased iEDGE S-REIT.
- (ii) For the period commencing on the Offer Announcement Date and ending on the Latest Practicable Date, the Units had generally underperformed both the rebased STI Index and the rebased iEDGE S-REIT.

Unitholders should note that there is no assurance that the market price of the Units will be maintained at the prevailing level as at the Latest Practicable Date after the Offer closes or in the event it lapses.

7.3 HISTORICAL FINANCIAL PERFORMANCE AND POSITION OF THE AI-REIT GROUP

The following are extracts from the audited consolidated statements of total return and distribution of the AI-REIT Group for the financial year ended 31 December 2022 (“FY2022”), 31 December 2023 (“FY2023”) and FY2024, as well as the unaudited consolidated statements of total return and distribution for the financial period ended 30 September 2024 (“9M FY2024”) and 9M FY2025.

It should be noted that AI-REIT completed the implementation of an internalisation process (the “Internalisation”) in October 2025 involving, *inter alia*, replacement of its external manager with an internal management company, being the Manager. The resolutions for the implementation of the Internalisation were approved by the Unitholders at the EGM held on 7 August 2023.

Summary of consolidated statements of total return and distribution

Exhibit 9: Summary of consolidated statements of total return and distribution

Figures in S\$'000 ⁽¹⁾	Audited			Interim	
	FY2022	FY2023	FY2024	9M FY2024	9M FY2025
Revenue	94,907	111,875	113,308	83,575	89,260
Property expenses	(41,624)	(56,901)	(55,856)	(41,863)	(38,852)
Net property income	53,283	54,974	57,452	41,712	50,408
Net property income margin (%)	56.1%	49.1%	50.7%	49.9%	56.5%
Finance income	85	155	148	100	118
Finance costs	(14,459)	(13,382)	(17,862)	(13,307)	(13,078)
Finance costs relating to lease liabilities	(3,219)	(3,231)	(3,241)	(2,431)	(2,444)
Net finance costs	(17,593)	(16,458)	(20,955)	(15,638)	(15,404)
Manager's fees	(4,438)	(4,557)	(4,749)	(3,554)	(3,806)
Trustee's fees	(355)	(364)	(379)	(283)	(284)
Donations	(5)	(1)	(1)	(1)	(1)
Other trust expenses	(1,331)	(5,680)	(7,768)	(5,676)	(2,369)
Net income	29,561	27,914	23,600	16,560	28,544
Net income margin (%)	31.1%	25.0%	20.8%	19.8%	32.0%
Net change in fair value of financial derivatives	8,903	(5,724)	(2,306)	(2,260)	(1,294)
Net change in fair value of investment properties	14,304	(3,562)	(9,339)	1,691	(6,835)
Total return for the period / year before taxation and before distribution	52,768	18,628	11,955	15,991	20,415
Tax expense	-	(556)	(584)	(284)	(342)
Total return for the period / year after taxation and before distribution	52,768	18,072	11,371	15,707	20,073
Attributable to:					
The Unitholders	52,768	18,072	11,371	15,707	20,073
Non-controlling interests	-	-	-	-	-
	52,768	18,072	11,371	15,707	20,073
Distribution per unit in relation to the financial period / year (S\$ cents)	3.05	2.76	2.86	1.34	1.70

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.

(i) Review of operating results

FY2022 vs FY2023

The AI-REIT Group reported gross revenue of approximately S\$111.9 million in FY2023, which was an increase of approximately S\$17.0 million or 17.9% as compared to approximately S\$94.9 million in FY2022. The AI-REIT Group recorded an increase of approximately 3.2% in net property income (from approximately S\$53.3 million in FY2022 to approximately S\$55.0 million in FY2023) mainly due to stable occupancy rates and positive rental revisions, partially offset by surges in utility costs.

Net finance costs declined by approximately 6.5% from approximately S\$17.6 million in FY2022 to approximately S\$16.5 million in FY2023 mainly due to lower amortisation of upfront fees in FY2023 over FY2022 and higher charges on late payment of rent to the tenants and partially offset by the increase in interest rates and total borrowings.

Other trust expenses increased substantially from approximately S\$1.3 million in FY2022 to approximately S\$5.7 million in FY2023 mainly due to a one-off Internalisation related expenses (arising from implementation of resolutions at the EGM held on 7 August 2023) of approximately S\$4.6 million.

Net income for the AI-REIT Group declined from approximately S\$29.6 million in FY2022 to approximately S\$27.9 million in FY2023.

Total return attributable to Unitholders after taxation declined substantially from approximately S\$52.8 million in FY2022 to approximately S\$18.1 million in FY2023. The higher total return attributable to Unitholders in FY2022 was attributable to the positive net change in fair value of interest rate swaps and investment properties. In the event the one-off Internalisation related expenses is excluded, the AI-REIT Group would have recorded total return attributable to Unitholders after taxation of approximately S\$22.7 million in FY2023.

The declared distribution per Unit for the financial year declined by approximately 0.29 Singapore cents from approximately 3.05 Singapore cents in FY2022 to approximately 2.76 Singapore cents in FY2023.

FY2023 vs FY2024

The AI-REIT Group reported gross revenue of approximately S\$113.3 million in FY2024, which was an increase of approximately S\$1.4 million or 1.3% as compared to approximately S\$111.9 million in FY2023. The AI-REIT Group recorded higher net property income of approximately S\$57.5 million in FY2024 (an increase of approximately 4.5% from approximately S\$55.0 million in FY2023) due to upward revision of rental rates across its portfolio of properties and stable occupancy rates.

Net finance costs increased by approximately 27.3%, from approximately S\$16.5 million in FY2023 to approximately S\$21.0 million in FY2024, which was brought about by an increase in quantum borrowed and overall interest rates.

The 36.8% increase in other trust expenses in FY2024 is mainly due to an increase in Internalisation related expenses by approximately S\$2.2 million to approximately S\$6.8 million.

Net income for the AI-REIT Group declined from approximately S\$27.9 million in FY2023 to approximately S\$23.6 million in FY2024.

Total return attributable to Unitholders after taxation declined substantially from approximately S\$18.1 million in FY2023 to approximately S\$11.4 million in FY2024. This was mainly due to higher net decline in fair value of investment properties which was partially offset by lower net decline in fair value of interest rate swaps in FY2024. In the event the one-off Internalisation related expenses is excluded, the AI-REIT Group would have recorded total return attributable to Unitholders after taxation of approximately S\$18.1 million in FY2024 (FY2023: approximately S\$22.7 million).

The declared distribution per Unit for the financial year increased by approximately 0.10 Singapore cents from approximately 2.76 Singapore cents in FY2023 to approximately 2.86 Singapore cents in FY2024.

9M FY2024 vs 9M FY2025

The AI-REIT Group reported gross revenue of approximately S\$89.3 million in 9M FY2025, which was an increase of approximately S\$5.7 million or 6.8% as compared to approximately S\$83.6 million in 9M FY2024. The AI-REIT Group recorded higher net property income of approximately S\$50.4 million in 9M FY2025 (a 20.8% increase from approximately S\$41.7 million in 9M FY2024) due to higher gross revenue and an overall decline in property-related expenses.

Net finance costs incurred by the AI-REIT Group declined slightly from approximately S\$15.6 million in 9M FY2024 to approximately S\$15.4 million in 9M FY2025).

Other trust expenses declined substantially from approximately S\$5.7 million in 9M FY2024 to approximately S\$2.4 million in 9M FY2025 mainly due to lower one-off Internalisation related expenses (declined from approximately S\$4.9 million in 9M FY2024 to approximately S\$1.4 million in 9M FY2025). The Internalisation has been completed in October 2025 and the Directors confirmed that there will be no material Internalisation related expenses incurred after October 2025.

Net income for the AI-REIT Group increased substantially from approximately S\$16.6 million in 9M FY2024 to approximately S\$28.5 million in 9M FY2025.

Total return attributable to Unitholders after taxation increased from approximately S\$15.7 million in 9M FY2024 to approximately S\$20.1 million in 9M FY2025. In the event the one-off Internalisation related expenses is excluded, the AI-REIT Group would have recorded total return attributable to Unitholders after taxation of approximately S\$21.5 million in 9M FY2025 (9M FY2024: approximately S\$20.6 million).

The declared distribution per Unit for the financial period increased by approximately 0.36 Singapore cents from approximately 1.34 Singapore cents in 9M FY2024 to approximately 1.70 Singapore cents in 9M FY2025.

Summary of consolidated statements of financial position

Exhibit 10: Summary of consolidated statements of financial position

Figures in S\$'000⁽¹⁾	Audited FY2024	Interim 9M FY2025
Non-current assets		
Investment properties	992,929	990,979
Other assets	-	9
	992,929	990,988
Current assets		
Trade and other receivables	12,459	12,105
Derivative assets	707	-
Cash and cash equivalents	18,482	19,279
	31,648	31,384
Total assets	1,024,577	1,022,372
Current liabilities		
Trade and other payables	18,577	23,471
Tax payable	584	342
Borrowings	8,000	82,853
Derivative liabilities	117	262
Lease liabilities	1,963	2,073
	29,241	109,001
Non-current liabilities		
Trade and other payables	14,088	16,580
Borrowings	340,994	272,097
Derivative liabilities	288	796
Lease liabilities	75,066	75,152
	430,436	364,625
Total liabilities	459,677	473,626
Net current assets / (liabilities)⁽²⁾	2,407	(77,617)
Net Assets	564,900	548,746
Represented by:		
Unitholders' funds	564,900	548,746
Non-controlling interests	-	-
	564,900	548,746
Units in issue at the end of the financial period / year ('000)	1,125,055	1,125,055
NAV as represented by Unitholders' funds per Unit (S\$)	0.502	0.488

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) Net current assets / (liabilities) are defined as current assets less current liabilities.

(ii) Assets and liabilities

As at 30 September 2025, the AI-REIT Group's total assets amounted to approximately S\$1,022.4 million, comprising non-current assets of approximately S\$991.0 million and current assets of approximately S\$31.4 million.

The components of non-current assets are mainly investment properties of approximately S\$991.0 million while current assets comprised of cash and cash equivalents of approximately S\$19.3 million and trade and other receivables of approximately S\$12.1 million.

As at 30 September 2025, the AI-REIT Group's total liabilities of approximately S\$473.6 million, comprising current liabilities of approximately S\$109.0 million and non-current liabilities of approximately S\$364.6 million. The liabilities comprised mainly of borrowings of approximately S\$355.0 million (of which approximately S\$82.9 million is current), lease liabilities of approximately S\$77.2 million (of which approximately S\$2.1 million is current), trade and other payables of approximately S\$40.1 million (of which approximately S\$23.5 million is current), and derivative liabilities of approximately S\$1.1 million (of which approximately S\$0.3 million is current).

(iii) Net current liabilities

The AI-REIT Group was in net current liabilities position of approximately S\$77.7 million as at 30 September 2025, primarily due to a loan of S\$75.0 million that matures in March 2026. We understand from the Management that they are in discussions with various lenders and have received indicative terms for the refinancing for the loan that matures in March 2026. Formal credit approval for the refinancing is expected to take place in February 2026.

Summary of consolidated statements of cash flows

Exhibit 11: Summary of consolidated statements of cash flows

Figures in S\$'000 ⁽¹⁾	Audited			Interim	
	FY2022	FY2023	FY2024	9M FY2024	9M FY2025
Net cash generated from operating activities	48,528	44,484	35,546	28,106	47,799
Net cash used in investing activities	(2,675)	(16,700)	(21,674)	(12,696)	(2,616)
Net cash used in financing activities	(63,700)	(19,728)	(11,455)	(5,204)	(44,386)
Net increase / (decrease) in cash and cash equivalents	(17,847)	8,056	2,417	10,206	797
Cash and cash equivalents at end of the period / year	8,009	16,065	18,482	26,271	19,279

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.

(iv) Net cash flow from operating activities

FY2022

The AI-REIT Group generated net cash from operating activities of approximately S\$48.5 million for FY2022, which was attributed to the Group's operating cash inflow before changes in working capital and increase in trade and other payables, partially offset by the increase in trade and other receivables.

The net cash outflow from investing activities of approximately S\$2.7 million was mainly due to capital expenditure on investment properties.

The net cash outflow from financing activities of approximately S\$63.7 million was mainly due to payment of distributions, finance costs, lease liabilities and transaction costs, as well as net repayment of borrowings.

As a result of the cash movements above, the AI-REIT Group's net cash and cash equivalents decreased by approximately S\$17.8 million.

FY2023

The AI-REIT Group generated net cash from operating activities of approximately S\$44.5 million for FY2023, which was attributed to the AI-REIT Group's operating cash inflow before changes in working capital and increase in trade and other payables, partially offset by the increase in trade and other receivables.

The net cash outflow from investing activities of approximately S\$16.7 million was solely due to capital expenditure on investment properties.

The net cash outflow from financing activities of approximately S\$19.7 million was mainly due to payment of distributions, finance costs and lease liabilities, partially offset by net proceeds from borrowings.

As a result of the cash movements above, the AI-REIT Group's net cash and cash equivalents increased by approximately S\$8.1 million.

FY2024

The AI-REIT Group generated net cash from operating activities of approximately S\$35.5 million for FY2024, which was attributed to the AI-REIT Group's operating cash inflow before changes in working capital, partially offset by the decrease in trade and other payables and increase in trade and other receivables.

The net cash outflow from investing activities of approximately S\$21.7 million was mainly due to capital expenditure on investment properties and payment of land premium.

The net cash outflow from financing activities of approximately S\$11.5 million was mainly due to payment of distributions, finance costs, transaction costs and lease liabilities, partially offset by net proceeds from borrowings.

As a result of the cash movements above, the AI-REIT Group's net cash and cash equivalents increased by approximately S\$2.4 million.

9M FY2025

The AI-REIT Group generated net cash from operating activities of approximately S\$47.8 million for 9M FY2025, which was attributed to the AI-REIT Group's operating cash inflow before changes in working capital, decrease in trade and other receivables and increase in trade and other payables.

The net cash outflow from investing activities of approximately S\$2.6 million was mainly due to capital expenditure on investment properties and payment of land premium.

The net cash outflow from financing activities of approximately S\$44.4 million was mainly due to payment of distributions, finance costs and lease liabilities, partially offset by proceeds from borrowings.

As a result of the cash movements above, the AI-REIT Group's net cash and cash equivalents increased by approximately S\$0.8 million.

(v) Going concern

We note that the Independent Auditors have highlighted emphasis of matter relating to the material uncertainty on the ability of the AI-REIT Group and the Trust to continue as a going concern for the financial results 9M FY2025 (the “**EOM on Going Concern**”). The relevant paragraphs relating to the EOM on Going Concern have been extracted from the AI-REIT Group’s result announcement for 9M FY2025 and set out in italics below:

“Emphasis of matter

We draw attention to Note 2.2 of the interim financial information which indicates that the Group and Trust current liabilities exceeded their current assets by \$77.6 million and \$77.5 million respectively as at 30 September 2025. Note 2.2 also highlights events and conditions relating to maturing of the \$75.0 million in March 2026 and the ongoing internalisation exercise which could cause potential financial implication to the Group and Trust. Specifically, as stated in Note 17, if the internalisation exercise triggers a review event under existing financing arrangements of unsecured loans with various lenders and under the facility agreement, it could result in mandatory prepayment of the Group’s outstanding borrowings and interest if no satisfactory agreement is reached with the lenders. The ability of the Group and the Trust to continue as going concerns is subject to obtaining an extension or refinancing of loan facilities with the banks. These factors indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group and the Trust to continue as a going concern.

In the event that the Group and the Trust are unable to continue as a going concern, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Trust may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. No adjustments have been made in the Interim Financial Information in respect of this. Our conclusion is not qualified in respect of this matter. “

On 12 November 2025, AI-REIT announced, *inter alia*, the following:

- (a) It had received all necessary waivers from participating lenders, reaffirming their confidence in the REIT’s strategic direction and financial stability.
- (b) The External Auditors confirmed that the note relating to the EOM on Going Concern is no longer applicable to the AI-REIT Group’s financial statement as at 30 September 2025 given: (a) completion of the Internalisation process; (b) the lenders’ waiver of the review event following the change of manager; and (c) constructive discussions on refinancing for March 2026.
- (c) The Management is in constructive discussions with several financial institutions regarding funding arrangements and refinancing options.

(vi) Outlook

In the AI-REIT Group’s results announcement dated 22 October 2025 for 9M FY2025, the AI-REIT Group stated the following commentary on the significant trends and competitive conditions of the industry in which the AI-REIT Group operates and factors or events that may affect the AI-REIT Group in the next reporting period and the next 12 months:

“Outlook

On 14 October 2025, advance estimates released by the Ministry of Trade and Industry (“MTI”) showed that the Singapore economy grew by 2.9 per cent on a year-on-year basis in 3Q 2025, moderating from the 4.5 per cent growth in the previous quarter.²

² Singapore’s GDP grew by 2.9 per cent in third quarter of 2025”, Ministry of Trade and Industry, Singapore. 14 October 2025.

The Monetary Authority of Singapore (“MAS”) highlighted Singapore's GDP growth is expected to moderate from this above-trend pace in the upcoming quarters as activity normalises in the trade related sectors. MAS expects continuing global investments related to AI to provide some support to the domestic manufacturing sector.³

Against this backdrop, the industrial property market has remained resilient. According to JTC's second quarter market report released on 24 July 2025, rental and price indices of all industrial space in 2Q 2025 rose by 0.7% and 1.4% respectively compared to the previous quarter. Overall occupancy rate for the industrial property market fell by 0.2 percentage points to 88.8% compared to the previous quarter and previous year. Meanwhile, occupancy rate of business parks rose by 0.8 percentage points to 76.7% in 2Q 2025 compared to 1Q 2025 as tenants moved into newly completed developments⁴.

While Cushman & Wakefield expects industrial rental growth to moderate amid higher vacancy rates, existing industrial properties could still see positive rental reversion as leases come up for renewal, given the robust industrial rental growth in recent years. Overall, industrial rents are projected to grow steadily by 1-3% year-on-year, in line with GDP growth and inflation. The exception is suburban business parks given their elevated vacancy levels. Growth in overall industrial rent is driven by new developments, where asking rents have held steady due to higher construction costs⁵.

CBRE Research also anticipates a potential rebound in prime logistics rent in 2H 2025, despite a 2.1% year-on-year decline in 1H 2025, underscoring active demand for quality logistics space⁶.

With the stellar year-to-date (9M 2025) results performance of achieving 30.3% y-o-y growth in income available for distribution per unit, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025, barring unforeseen circumstances.

Sabana Industrial REIT is well-positioned to continue its growth trajectory.”

The Directors confirmed that, to the best of their knowledge, as at the Latest Practicable Date and save for matters disclosed in the Circular, this Letter, the unaudited financial statements for the AI-REIT Group for 9M FY2025, and AI-REIT's announcements on the SGXNet, there have been no material changes to the AI-REIT Group's assets and liabilities, financial position, condition and performance.

³ “MAS Monetary Policy Statement – October 2025, MAS. 14 October 2025.

⁴ Quarterly Market Report on Industrial Properties for 2Q 2025, JTC. 24 July 2025.

⁵ Singapore Market Outlook H2 2025, Cushman & Wakefield. 5 August 2025.

⁶ Singapore Figures Q2 2025 – Resilience amid Uncertainty, CBRE. 10 July 2025.

7.4 NAV AND RNAV PER UNIT

The NAV based approach of valuing a REIT or business trust or its group is based on the aggregate value of all the assets of the REIT or the business trust or the group in their existing condition, after deducting the sum of all liabilities of the REIT or the business trust or the group and, where applicable, minorities' interests (or non-controlling interests). The NAV based approach is meaningful as it shows the extent to which the value of each Unit is backed by both tangible and intangible assets and would be relevant in the event that the REIT or the business trust or the group decides to realise or convert the use of all or most of its assets. The NAV based approach in valuing a REIT or a business trust or a group may provide an estimate of the value of a REIT or a business trust or a group assuming the hypothetical sale of all its assets (including but not limited to any investment properties, property, plant and equipment, intangible assets, land use rights, goodwill, trademarks and brand names) in an orderly manner or over a reasonable period of time and at the aggregate value of the assets used in the computation of the NAV, the proceeds of which are used to settle the liabilities, and where applicable minority interest (or non-controlling interests) and the obligations of the REIT or the business trust or the group, with the balance to be distributed to its unitholders. However, the NAV based approach does not take into account the hypothetical sale of assets in a non-orderly manner or over a short period of time. In addition, it does not illustrate the values at which assets may actually be realised or disposed of.

Given the asset-intensive nature of AI-REIT's business model and activities, we have focused on the asset-based valuation approach (as opposed to other valuation approaches) for the purpose of evaluating the financial terms of the Offer. Notwithstanding the foregoing, Unitholders should note that an analysis based on the NAV provides an estimate of the value of AI-REIT based on a hypothetical scenario, and such hypothetical scenario is assumed to be made without considering factors such as, *inter alia*, time value of money, market conditions, legal and professional fees, liquidation costs, contractual obligations, any regulatory requirements and availability of potential buyers, which may in theory, affect or alter the values of the assets that can be realised. While the asset base of AI-REIT can be a basis for valuation, such a valuation does not necessarily imply a realisable market value as the market value of the assets and liabilities may vary depending on the prevailing market and economic conditions at the time of disposal.

A summary of the unaudited interim consolidated financial position of the AI-REIT Group as at 30 September 2025 is set out below:

Exhibit 12: NAV analysis

Summary Unaudited Interim Consolidated Statement of Financial Position ⁽¹⁾	Unaudited as at 30 September 2025 (\$'000)
Non-current assets	
Investment properties	990,979
Other assets	9
Current assets	
Trade and other receivables	12,105
Cash and cash equivalents	19,279
Total assets	1,022,372
Current liabilities	109,001
Non-current liabilities	364,625
Total liabilities	473,626
Unitholders' funds	548,746
Net Asset Value as represented by Unitholders' funds (the "AI-REIT Group's NAV") per Unit (\$)⁽²⁾	0.488
Offer Price (\$)	0.480
Discount of Offer Price from the AI-REIT Group's NAV per Unit (%)	(1.6)%

Notes:

(1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.

(2) Figure is computed based on the existing issued and outstanding Units in AI-REIT of 1,125,055,242 Units as at the Latest Practicable Date.

From the above table, we note that the AI-REIT Group had NAV attributable to Unitholders as at 30 September 2025 of approximately S\$548.7 million (or approximately S\$0.488 per Unit based on the existing issued and outstanding Units as at the Latest Practicable Date). The Offer Price represents a discount of approximately 1.6% from the AI-REIT Group's NAV per Unit as at 30 September 2025.

As there are no intangible assets, the net tangible asset ("NTA") of the AI-REIT Group is equivalent to its NAV.

RNAV

The Manager has commissioned the Independent Valuers to conduct independent updated property valuations of the Subject Properties as at the Valuation Date.

Unitholders should note and review carefully the contents of the Valuation Reports (which are made available for inspection) and the Valuation Summary Letters (which are set out as Appendix VII to the Circular) in its entirety including the assumptions made and the basis for the assumptions.

The Directors represented and confirmed that:

- (i) Each of the Independent Valuers has no present or contemplated interest in any of the Subject Properties which are the subject of the relevant Valuation Reports and are independent.
- (ii) The directors and substantial shareholders of the Independent Valuer or the persons performing the valuation are not related to the AI-REIT Group, Directors and substantial shareholders of the Manager, the Offeror and its concert parties and, where applicable, their

respective directors or substantial shareholders or unitholders. The Directors have reviewed and are satisfied with the confirmation of independence from each of the Independent Valuers.

- (iii) Each of the Independent Valuers has no other dealings in relation to the Units, and the Subject Properties save for the valuation of the relevant Subject Properties undertaken by each of them for the Manager.
- (iv) The Directors have considered each of the Independent Valuers' track record and credentials and believe that the valuation conducted by the Independent Valuers were conducted independently by qualified and competent valuation professionals in accordance to the relevant standards.
- (v) The Directors having reviewed the Valuation Reports and the Valuation Summary Letters issued by each of the Independent Valuers (*inter alia*, the assumptions, estimates, methodology used, and information relied upon by each of the Independent Valuers) as a whole and, are of the opinion that the assumptions and methodology used by each of the Independent Valuers, as well as the valuation conclusion and limitation(s) as disclosed in each of the Valuation Reports and the Valuation Summary Letters are reasonable, satisfactory and acceptable. As the Subject Properties were acquired and held to-date for long-term investment purposes, the Manager is of the view that the gain on any hypothetical disposal of the Subject Properties is capital in nature and not subject to Singapore corporate income tax. Accordingly, the potential tax liabilities arising from a hypothetical sale of the Subject Properties on an "as is" basis by AI-REIT are therefore zero.
- (vi) The Directors are aware of and satisfied with the selection of the Subject Properties for the valuation exercise and the valuation dates for each of the respective Subject Properties. The Subject Properties with carrying amount of approximately S\$913.8 million accounted for approximately 89.4% of the AI-REIT Group's total assets of approximately S\$1.0 billion as at 30 September 2025. The remaining assets which are not subject to valuation amounted to approximately S\$108.6 million (comprising right-of-use-assets, trade and other receivables, cash and cash equivalents, and other assets) and accounted for approximately 10.6% of the AI-REIT Group's total assets as at 30 September 2025. As at the Latest Practicable Date, on aggregate basis, there are no material differences between the estimated market value of all the AI-REIT Group's assets for which no valuation was obtained, and their respective book value.
- (vii) There have been no contingent liabilities, bad or doubtful debts or impairment losses or material events arising between 30 September 2025 and the Latest Practicable Date which are likely to have material impact on the unaudited consolidated statement of financial position of the AI-REIT Group as at 30 September 2025.
- (viii) There have been no material disposals or acquisitions of assets by AI-REIT between 30 September 2025 and the Latest Practicable Date. AI-REIT does not have any other plans for any impending material disposal or acquisition of assets, conversion of the use of AI-REIT's material assets and/or material change in the nature of AI-REIT's business between 30 September 2024 and the Latest Practicable Date.
- (ix) The use of the going concern basis of accounting in the preparation of the AI-REIT Group's and the Trust's unaudited consolidated statement of financial position statements of financial position as at 30 September 2025 is appropriate after considering, *inter alia*, receipt of all necessary waivers from participating lenders, and confirmation from the Independent Auditor that that the note relating to the EOM on Going Concern is no longer applicable to AI-REIT's unaudited consolidated financial statements for 9M FY2025.
- (x) There are no other intangible assets or tangible assets which ought to be disclosed in the unaudited consolidated statements of financial position of the AI-REIT Group as at 30 September 2025 in accordance with the Statement of Recommended Accounting Practice 7 Reporting Framework for Investment Funds (the "**RAP 7**"), and which have not been so disclosed and where such intangible or tangible assets would have had a material impact on the overall financial position of the AI-REIT Group as at the Latest Practicable Date.

- (xi) There are no litigations, claims or proceedings pending or threatened against the AI-REIT Group or of any fact likely to give rise to any proceedings between 30 September 2025 and the Latest Practicable Date which would have an adverse material impact on the financial position of the AI-REIT Group as at 30 September 2025.

We have not made any independent evaluation or appraisal of the AI-REIT Group's assets and with respect to such valuation, we are not experts in the evaluation or appraisal of the Subject Properties and have relied on the opinion of and confirmation from the Directors as set out above.

The details of the valuations for the Subject Properties are set out in in the following pages. Unitholders may refer to the Valuation Announcement and the Valuation Summary Letters for further details.

Exhibit 13: Subject Properties

The Subject Properties	Valuation Methodologies	Valuation Date	Carrying Amount as at 30 September 2025 (a) (S\$'000)	Market Value as at the Valuation Date (b) (S\$'000)	Revaluation Surplus/(Deficit) (b)-(a) (S\$'000)
HIGH-TECH INDUSTRIAL					
151 Lorong Chuan	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	31 Dec 2025	364,322	384,300	19,978
8 Commonwealth Lane	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	31 Dec 2025	54,634	55,900	1,266
15 Jalan Kilang Barat	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	31 Dec 2025	22,192	22,200	8
1 Tuas Avenue 4	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	31 Dec 2025	23,789	23,900	111
23 Serangoon North Avenue 5	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	42,325	43,400	1,075
508 Chai Chee Lane	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	71,153	72,000	847
CHEMICAL WAREHOUSE & LOGISTICS					
33, 33A & 35 Penjuru Lane	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	40,033	40,200	167
18 Gul Drive	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	18,400	19,000	600
WAREHOUSE & LOGISTICS					
34 Penjuru Lane	Discounted Cash Flow Analysis	31 Dec 2025	27,414	26,500	(914)
51 Penjuru Road	Income Capitalisation Method,	31 Dec 2025	31,497	31,500	3

The Subject Properties	Valuation Methodologies	Valuation Date	Carrying Amount as at 30 September 2025 (a) (S\$'000)	Market Value as at the Valuation Date (b) (S\$'000)	Revaluation Surplus/(Deficit) (b)-(a) (S\$'000)
	Discounted Cash Flow Analysis & Direct Comparison Method				
26 Loyang Drive	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	27,500	28,000	500
3A Joo Koon Circle	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	38,005	40,000	1,995
2 Toh Tuck Link	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	30,263	30,400	137
10 Changi South Street 2	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	31 Dec 2025	45,647	46,900	1,253
GENERAL INDUSTRIAL					
123 Genting Lane	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	17,491	18,000	509
30 & 32 Tuas Avenue 8	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	31 Dec 2025	23,091	28,900	5,809
39 Ubi Road 1	Discounted Cash Flow Analysis and Income Capitalisation Method	31 Dec 2025	18,998	20,000	1,002
21 Joo Koon Crescent	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	31 Dec 2025	17,000	17,800	800
		TOTAL	913,754	948,900	35,146

Source: The Valuation Announcement and the Valuation Summary Letters.

We note that 151 Lorong Chuan and 30 & 32 Tuas Avenue 8 contributed approximately 56.1% and 16.2% respectively to the revaluation surplus. In addition, market values for certain of the Subject Properties, namely 151 Lorong Chuan, 8 Commonwealth Lane, 508 Chai Chee Lane constitute 65.8%, 9.6% and 12.3% of the RNAV attributable to Unitholders (or an aggregate of 87.7% of the total RNAV attributable to Unitholders).

Further, the weighted average lease expiry periods (“**WALE**”) for the AI-REIT portfolio of properties by gross rental income was approximately 2.8 years as at 30 September 2025 as compared to 2.6 years as at 30 September 2024.

As announced on 22 October 2025, all of the leases expiring in 2025 have been addressed, with 79.5% successfully renewed and/or replaced. Tenant retention rate was approximately 56.2% in 3Q 2025, with approximately 41.6% being replaced at a higher signing rent, bringing 3Q 2025 renewed and/or replaced leases to 74.4%. The year-to-date 2025 retention rate is at 61.3%. Likewise, approximately 63.9% of leases expiring in FY2026 have also been renewed and/or activated for renewal, of which approximately 58.1% of leases expiring in 1Q 2026 have been renewed.

For illustrative purpose only, the revaluation surplus/(deficit) for the Subject Properties have been calculated and presented in the table below assuming a hypothetical sale of the Subject Properties at the market values as indicated and confirmed by the Directors, wherein the proceeds of such sale are distributed to the Unitholders.

Exhibit 14: RNAV analysis

RNAV ⁽¹⁾	S\$'000
The AI-REIT Group's NAV as at 30 September 2025	548,746
Add: Revaluation surplus for the Subject Properties	35,146
Less: Potential tax liabilities ⁽²⁾	NIL
RNAV	583,892
RNAV per Unit (S\$)⁽³⁾	0.519
Discount of Offer Price from the AI-REIT Group's RNAV per Unit (%)	(7.5)%

Notes:

- (1) *Figures and computations above are subject to rounding.*
- (2) *The Directors confirmed that there will be no potential tax liabilities that may be incurred by the AI-REIT Group on the hypothetical disposal of the Subject Properties.*
- (3) *Figures are computed based on the issued and outstanding Units in AI-REIT of 1,125,055,242 Units as at the Latest Practicable Date.*

Based on the table above, after taking into account the market value and/or the fair value of the Subject Properties and the potential tax liabilities, the AI-REIT Group's RNAV amounted to approximately S\$583.9 million (or approximately S\$0.519 per Unit). Hence, the Offer Price of S\$0.480 for each Offer Unit represents a discount of approximately 7.5% from the AI-REIT Group's RNAV per Unit. As there are no intangible assets, the revalued net tangible asset (“**RNTA**”) of the AI-REIT Group is equivalent to its RNAV.

We wish to highlight that although the RNAV shown above include revaluation surplus or deficits (as the case may be) for the Subject Properties, Unitholders should note that the AI-REIT Group has not realised the surplus or deficits for each of the Subject Properties as at the Latest Practicable Date, and that there is no assurance that the revaluation surplus or deficits eventually recorded by the AI-REIT Group on the Subject Properties as described above (in the event, *inter alia*, they are disposed) will be the same as that indicated above.

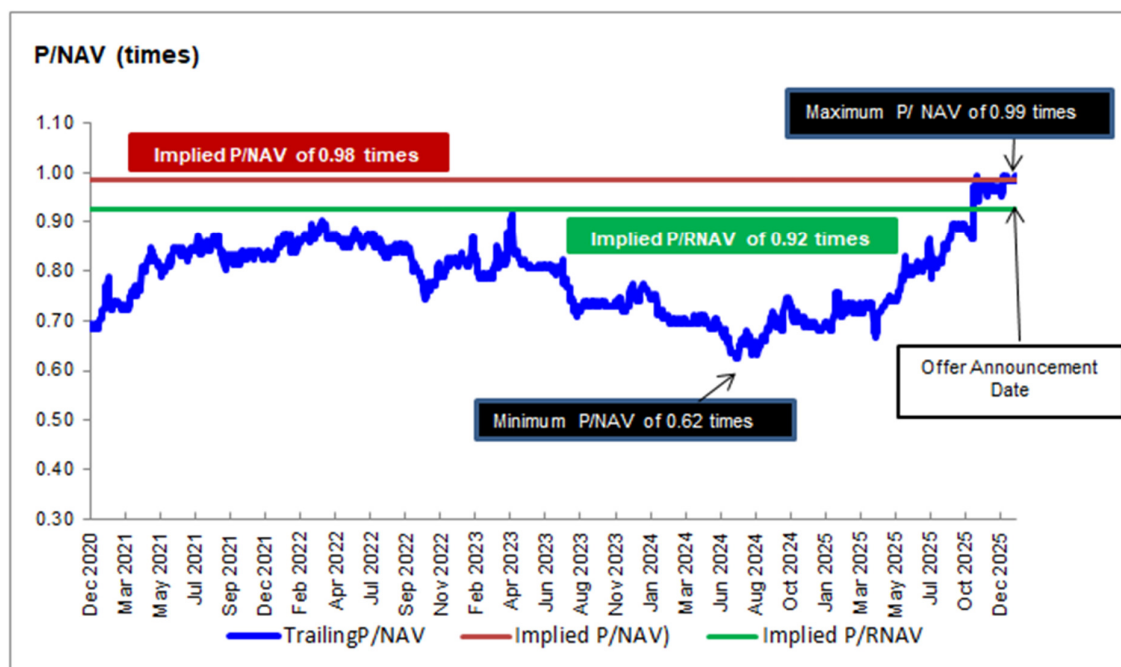
The above computations and analysis are meant as an illustration and it does not necessary mean or imply that the net realisable value of the AI-REIT Group is as stated above. It also does not imply that the assets or properties of the AI-REIT Group can be disposed of at the estimated value indicated

above, and that after payment of all liabilities and obligations, the values or amounts as indicated for the respective types of NAV (where applicable) is realisable or distributable to Unitholders. It should be noted that the NAV basis of valuation provides an estimate of the value of a hypothetical sale of all its tangible and intangible assets (where applicable) over a reasonable period of time and is only relevant in the event that the Manager decides to change the nature of its business or to release or convert the uses of all its assets. In addition, it does not illustrate the values at which the assets may actually be realised or disposed.

7.5 HISTORICAL TRAILING P/NAV

A graphical representation of the historical trailing P/NAV multiples for the Units (based on the daily closing prices of the Units and the AI-REIT Group's trailing announced NAV per Unit) in the 5-year period prior to and including the Last Full Trading Day, and up to the Latest Practicable Date, as compared to the implied P/NAV multiple based on the Offer Price is set out as follows:

Exhibit 15: Graph of historical average P/NAV against implied P/NAV and P/RNAV



Source: www.shareinvestor.com

The maximum, minimum, median and simple average ratios of the historical trailing P/NAV in the 5-year period prior to and including the Latest Practicable Date are set out below:

Exhibit 16: Historical P/NAV

Period	P/NAV (times)			
	Maximum	Minimum	Median	Average
For the period prior to the Last Full Trading Day				
Last 5 years	0.99	0.62	0.80	0.79
Last 4 years	0.99	0.62	0.79	0.78
Last 3 years	0.99	0.62	0.74	0.76
Last 2 years	0.99	0.62	0.72	0.75
Last 1 year	0.99	0.67	0.81	0.81
Last 6 months	0.99	0.79	0.89	0.89
Last 3 months	0.99	0.87	0.96	0.94
Last 1 month	0.98	0.95	0.96	0.97
Last transacted price on 22 December 2025 (being the Last Full Trading Day)	0.96	0.96	0.96	0.96

Period	P/NAV (times)			
	Maximum	Minimum	Median	Average
For the period commencing on the Offer Announcement Date up to the Latest Practicable Date				
Till the Latest Practicable Date	0.99	0.98	0.98	0.99
The Latest Practicable Date	0.98	0.98	0.98	0.98

Based on the above, we note the following:

- (a) Units were traded at P/NAV ratios of between approximately 0.62 times to 0.99 times during the period commencing from 23 December 2020 (being the Market Day 5 years prior to the Last Full Trading Day) and ending on the Last Full Trading Day prior to the Offer Announcement Date and the historical trailing P/NAV multiples for the Units have been mostly lower than the P/NAV (and/or P/RNAV) multiples as implied by the Offer Price. We note that the Units had historically traded at below the AI-REIT Group's NAV.
- (b) The P/NAV ratio of 0.98 times implied by the Offer Price and the AI-REIT Group's NAV per Unit as at 30 September 2025 is higher than the median and the simple average of trailing P/NAV multiples for each of the 1-month, 3-month, 6-month, 1-year, 2-year, 3-year, 4-year and 5-year periods prior to the Last Full Trading Day.
- (c) The P/RNAV ratio of 0.92 times implied by the Offer Price and the AI-REIT Group's RNAV per Unit as at 30 September 2025 is lower than the median and the simple average of trailing P/NAV multiples for each of the 1-month and 3-month periods prior to the Last Full Trading Day, but higher than the median and the simple average of trailing P/NAV multiples for each of the 6-month, 1-year, 2-year, 3-year, 4-year and 5-year periods prior to the Last Full Trading Day.

In summary, the P/NAV (or P/RNAV) ratios as implied by the Offer Price (for each of the 1-year, 2-year, 3-year, 4-year, and 5-year periods prior to the Last Full Trading Day) are relatively more favourable than or fairly comparable with the historical trailing P/NAV for the Units for the same periods as shown in the chart and table above.

7.6 COMPARISON AGAINST SELECTED REIT NON-PRIVATISATION MGO TRANSACTIONS

For the purpose of providing an illustrative guide as to whether the financial terms of the Offer are fair and reasonable, we have compared the financial terms of the Offer with selected recently completed mandatory general offers for REITs and/or business trusts listed on the SGX-ST, which were announced and closed for the period commencing from 1 January 2021 and up to the Latest Practicable Date and wherein offerors had indicated their intention to preserve the listing status of the targets and these targets continued to be listed after the close of their respective offers (the “**Selected REIT Non-Privatisation MGO Transactions**”). We have excluded: (a) mergers and/or transactions wherein the offer included a non-cash consideration (full or partial); and (b) privatisation and/or delisting transactions, as the offer value and/or level of discount/premium agreed or offered in such transactions would have significantly different considerations and hence would not be an appropriate comparable to the Offer. In addition, it is generally accepted that the premiums paid for successful privatisations and/or mergers (as the transactions involved acquisition of 100% interest) is higher than non-privatisation offers.

We wish to highlight that the targets involved in the Selected REIT Non-Privatisation MGO Transactions as set out in the analysis below may not be directly comparable to the AI-REIT Group in terms of, *inter alia*, market capitalisation, size and scale of operations or properties owned, nature and type of investment properties or assets owned, clientele or tenant base or profile, composition of business activities, asset base, geographical spread or location of portfolio properties, type of managers and their perceived track record, operating and financial leverage, risk profile, weighted average lease expiry periods or profile, debt profile in terms of maturity periods or durations, type of debt, interest rates payable and expectations, liquidity, valuation methodologies adopted, accounting policies, adherence to accounting standards, tax factors, local or governmental regulations with regards to the use of properties, future prospects (relative demand and supply) and other relevant criteria.

Each Selected REIT Non-Privatisation MGO Transaction should be evaluated based on its own financial and commercial merits. It should also be noted that the Selected REIT Non-Privatisation MGO Transactions were announced and completed between 1 January 2021 and the Latest Practicable Date and hence may not appropriately reflect the current market conditions. We make no representations or warranties, express or implied, as to the accuracy or completeness of such information.

It should also be noted that the level of premium or discount that an offeror or an acquirer pays in any Selected REIT Non-Privatisation MGO Transaction varies in different circumstances depending, amongst other things, on the attractiveness of the underlying business or portfolio of properties owned (*inter alia*, relative demand and supply, geographical location, and local or governmental regulations with regards to the use of properties), the potential synergies to be gained from integration with the existing business or portfolio of properties owned, the possibility of significant revaluation of underlying properties owned, the availability of cash reserves, the liquidity of the target's traded units, the presence of competing bids for the target, the type of consideration offered by an acquirer, the extent of control the acquirer already had in the target, and the prevailing market expectations. The list of Selected REIT Non-Privatisation MGO Transactions provided is by no means exhaustive and conclusions drawn from the comparisons may not necessarily provide a meaningful basis that reflects the perceived or implied market valuation of AI-REIT.

Exhibit 17: The Selected REIT Non-Privatisation MGO Transactions

Target	Date of announcement	Offeror's unitholding prior to offer (%)	Price offered (S\$)	Implied P/NAV ⁽¹⁾ (times)	LTM Distribution Yield ⁽²⁾ (%)	Premium/(Discount) of the price offered prior to offer announcement				
						Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	12-month VWAP (%)
SPH REIT ⁽³⁾	29-Apr-22	47.33	0.94	1.02	6.0	(3.9%)	(2.3%)	0.6%	2.0%	4.7%
Suntec REIT ⁽⁴⁾	5-Dec-24	32.37	1.19	0.57	5.5	2.6%	3.8%	(5.0%)	(1.6%)	1.6%
Maximum		47.33	1.19	1.02	6.0	2.6%	3.8%	0.6%	2.0%	4.7%
Minimum		32.37	0.94	0.57	5.5	(3.9%)	(2.3%)	(5.0%)	(1.6%)	1.6%
Simple Average⁽⁵⁾		39.85	1.06	0.80	5.7	(0.7%)	0.8%	(2.2%)	0.2%	3.2%
AI-REIT	23-Dec-25	41.27	0.48	0.92⁽⁶⁾	6.7	2.1%	2.1%	3.7%	9.6%	14.3%

Source: Announcements, offer documents and circulars to unitholders in relation to the respective transactions listed above.

Notes:

- (1) Based on NAV per unit, pro forma NAV per unit, adjusted NAV per unit, revalued NAV per unit, or adjusted revalued NAV per unit, as the case may be, as published in the respective circulars of the companies.
- (2) LTM Distribution Yield is computed by dividing the distributions declared for the most recent twelve months of the respective REITs against their respective offer price.
- (3) On 29 April 2022, Cuscaden Peak Pte. Ltd. ("**Cuscaden**") released an announcement that Cuscaden will make a mandatory cash offer for all the units in SPH REIT other than those already owned, controlled or agreed to be acquired by Cuscaden and parties acting in concert with Cuscaden (the "**SPH MGO**"). The SPH MGO was declared unconditional in all respect on 1 June 2022. In January 2023, SPH REIT changed its name to Paragon REIT. Paragon REIT was privatised and delisted from the SGX-ST in June 2025.
- (4) On 5 December 2024, the joint financial advisers (being United Overseas Bank Limited and DBS Bank Ltd.) announced, for and on behalf of Aelios Pte. Ltd. ("**Aelios**"), a mandatory conditional cash offer for all the units of Suntec REIT, other than those already owned, controlled or agreed to be acquired by Aelios and its concert parties (the "**Suntec MGO**"). At the close of the Suntec MGO, it has not turned unconditional and therefore lapsed.
- (5) The medians for the Selected REIT non-privatisation MGO Transactions were not included as there were only two precedents and thus, the values are identical to the simple average.
- (6) The P/NAV ratio shown in the table above for AI-REIT is based on RNAV per Unit (please refer to Section 7.4 of this Letter). The P/NAV ratio for AI-REIT implied by the Offer Price and the NAV per Unit as at 30 September 2025 is approximately 0.98 times.

In respect of the Selected REIT Non-Privatisation MGO Transactions, we note the following:

- (i) As disclosed in the Offer Announcement, as a result of the Acquisition, the Offeror and its concert parties own or control approximately 41.27% of the total number of issued Units, which is within the range, and higher than the simple average for the percentage of the unitholding interest of the offeror and parties acting in concert as at the start for each of the Selected REIT Non-Privatisation MGO Transactions.
- (ii) The valuation of the AI-REIT Group in terms of P/RNAV ratio (as implied by the Offer Price and the AI-REIT Group's RNAV per Unit) of approximately 0.92 times is within the range and higher than the simple average for the Selected REIT Non-Privatisation MGO Transactions. The implied P/RNAV ratio for the Offer is higher than the P/NAV ratio for the Suntec MGO, but lower than the P/NAV ratio for the SPH MGO. It should be noted that the SPH MGO was declared unconditional in all respects, whilst the Suntec MGO had lapsed.
- (iii) The LTM Distribution Yield of the AI-REIT Group is higher than any of the Selected REIT Non-Privatisation MGO Transactions.
- (iv) The premia of approximately 2.1%, 2.1%, 3.7%, 9.6% and 14.3% as implied by the Offer Price over the last transacted price on the Last Full Trading Day, the VWAP for the Units for the 1-month, 3-month, 6 month and 12-month periods prior to and including the Last Full Trading Day respectively are within the range, and higher than the simple average for the Selected REIT Non-Privatisation MGO Transactions.
- (v) It should be noted that the premia implied by the Offer Price over the historical prices for the Units are higher and more favourable as compared to the SPH MGO which was successful and declared unconditional.

Previous Partial Offer for AI-REIT

On 20 January 2023, RHT Capital Pte. Ltd. announced, for and on behalf of Volare, that Volare would make a voluntary conditional cash partial offer for 10.0% of the Units in AI-REIT (then known as Sabana Industrial REIT), other than those already owned, controlled or agreed to be acquired by Volare or any party acting in concert with it (the "**Partial Offer**"). The offer price was S\$0.465 per Unit (the "**Partial Offer Price**"). As at the close of the Partial Offer, Volare received valid acceptances of the Partial Offer from the Unitholders in respect of an aggregate of 303,326,347 Units, representing approximately 27.7% of the then issued Units. Under the Partial Offer, Volare was permitted to acquire only 109,612,132 Units, and was not permitted to acquire any additional Units which may be tendered for acceptance under the Partial Offer. As such, the acceptances tendered in respect of excess Units were scaled back. Following completion of the Partial Offer, Volare's unitholding increased from approximately 5.43% to approximately 15.43%.

It should be noted that Volare owns 100% equity interest in the Offeror.

The table below shows the comparison between the Offer and the Partial Offer.

Exhibit 18: Comparison against the previous Partial Offer

Target	Date of announcement	Offeror's unitholding prior to offer (%)	Price offered (\$)	Implied P/NAV ⁽¹⁾ (times)	LTM Distribution Yield ⁽²⁾ (%)	Premium/(Discount) of the price offered prior to offer announcement				
						Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	12-month VWAP (%)
The Partial Offer	20-Jan-23	5.43	0.465	0.87	6.6	9.4%	8.6%	11.0%	6.9%	6.2%
The Offer	23-Dec-25	41.27	0.48	0.92	6.7	2.1%	2.1%	3.7%	9.6%	14.3%

Source: Announcements, offer documents and circulars to unitholders in relation to the respective transactions listed above.

Notes:

- (1) For the Partial Offer, the implied P/NAV is based on the AI-REIT Group's NAV per Unit as at 30 June 2022. For the Offer, the P/NAV ratio shown in the table above for AI-REIT is based on RNAV per Unit (please refer to Section 7.4 of this Letter). The P/NAV ratio for AI-REIT implied by the Offer Price and the NAV per Unit as at 30 September 2025 is approximately 0.98 times.
- (2) LTM Distribution Yield is computed by dividing the distributions declared for the most recent twelve months of the respective REITs against their respective offer price.

We note the following:

- (a) The Offer Price is slightly higher than the Partial Offer Price in nominal terms.
- (b) The AI-REIT Group's relative valuation (as implied by the Offer Price and the AI-REIT Group's NAV as at 30 September 2025 or RNAV per Unit) in terms of P/NAV and/or P/RNAV is higher than the AI-REIT Group's valuation (as implied by the Partial Offer Price and the then prevailing NAV per Unit).
- (c) The LTM Distribution Yield for the Offer is relatively in line with the LTM Distribution Yield for the Partial Offer.
- (d) The premia implied by the Offer Price over the last transacted price on the Last Full Trading Day, the VWAP for the Units for the 1-month and 3-month periods prior to and including the Last Full Trading Day are lower and less favourable when compared to the premia implied by the Partial Offer Price.
- (e) The premia implied by the Offer Price over the VWAP for the Units for the 6-month and 12-month periods prior to and including the Last Full Trading Day are higher and more favourable when compared to the premia implied by the Partial Offer Price.

The above comparison should be assessed in conjunction with the fact that (a) the AI-REIT Group recorded lower total return available to the Unitholders of approximately S\$20.1 million (or 1.78 Singapore cents per Unit) and S\$11.4 million (or 1.01 Singapore cents per Unit) for 9M FY2025 and FY2024 respectively as compared to approximately S\$52.8 million (or 4.87 Singapore cents per Unit) for FY2022; (b) the prices for the Units following the completion of the Partial Offer increased by approximately 8.0% to close at S\$0.470 as at the Last Full Trading Day; and (c) the percentage of unitholding interests held by Volare and their concert parties as at the commencement of the Partial Offer as compared to the Offer has increased from approximately 5.43% to 41.27% respectively. In general (save for the premia implied by the Offer Price over the last transacted price immediately prior to the Offer Announcement and the VWAP for the Units for the 1-month and 3-month periods prior to and including the Last Full Trading Day), the relative valuation for the Offer appears to be more favourable as compared to the Partial Offer.

The above comparison is limited and has to be assessed in the context of the economic or general market conditions for the Units or the prices for which the Units were valued at the time then prevailing for the Partial Offer, which may have been different from the Offer. Hence, the comparison between the Partial Offer and the Offer above is necessarily limited and meant for illustrative purposes only.

7.7 RELATIVE VALUATION ANALYSIS

In evaluating the Offer Price, we have made reference to the valuation ratios of selected property investment trusts listed on the SGX-ST which may be considered to be broadly comparable to AI-REIT (which was listed on the SGX-ST since 26 November 2010, and has a diversified portfolio of 18 properties in Singapore, in the high-tech industrial, warehouse and logistics, chemical warehouse and logistics, as well as general industrial sectors) (the “**Selected Comparable REITs**”), to get an indication of the current market expectations with regard to the perceived valuation of AI-REIT. As at 30 September 2025, AI-REIT’s total portfolio carrying value is approximately S\$913.8 million (excluding right-of-use assets), of which industrial (high-tech and general) properties and logistics properties comprise 71.7% and 28.3% respectively.

We have held discussions with the Management about the suitability and reasonableness in selecting the Selected Comparable REITs for comparison with AI-REIT. We have taken reference from the list of industrial REITs trade sector as defined by REIT Association of Singapore (“**REITAS**”) and selected the Selected Comparable REITs which have investment exposure that are largely similar to the investment exposure of AI-REIT, namely a significant exposure to industrial, warehouse and logistics real estate investments in Singapore. We have considered but excluded: Daiwa House Logistics Trust (given its investment portfolio comprises 100% logistics real estate investments in Japan), and Mapletree Logistics Trust (given, *inter alia*, its investment properties are spread across nine (9) countries, relative concentration on logistics real estate investments, and Singapore is not its largest market).

Relevant information has been extracted from the annual reports and/or public announcements of the Selected Comparable REITs. We make no representations or warranties, express or implied, as to the accuracy or completeness of such information.

We wish to highlight that the Selected Comparable REITs are not exhaustive and there may not be any REIT that is directly comparable to AI-REIT in terms of, *inter alia*, market capitalisation, size and scale of operations or properties owned, nature and type of investment properties or assets owned, clientele or tenant base or profile, composition of business activities, asset base, geographical spread or location of portfolio properties, type of managers and their perceived track record, operating and financial leverage, risk profile, weighted average lease expiry periods or profile, debt profile in terms of maturity periods or durations, type of debt, interest rates payable and expectations, liquidity, valuation methodologies adopted, accounting policies, adherence to accounting standards, tax factors, local or governmental regulations with regards to the use of properties, future prospects (relative demand and supply) and other relevant criteria. As such, any comparison made with respect to the Selected Comparable REITs is intended to serve as an illustrative guide only. The conclusions drawn from such comparisons, therefore, may not necessarily reflect the perceived or implied market valuation of AI-REIT as of the Latest Practicable Date.

A brief description of the Selected Comparable REITs *vis-à-vis* AI-REIT is set in the next page.

Exhibit 19: Description of the Selected Comparable REITs

Selected Comparable REITs	Principal Activities
AIMS APAC REIT ("AIMS") <i>Listed on the SGX-ST</i>	Listed on the SGX-ST since 19 April 2007, AIMS owns and invests in a diversified portfolio of income-producing industrial, logistics and business park real estate. As at 30 September 2025, AIMS' total portfolio consisted of 28 properties with a carrying value of approximately S\$2.3 billion, of which 76.3% is in Singapore and 23.7% is in Australia. Industrial and logistics properties comprise 27.5% and 47.9% of its portfolio's carrying value respectively. The remaining 24.6% of its portfolio comprises business parks.
Capitaland Ascendas REIT ("Capitaland Ascendas") <i>Listed on the SGX-ST</i>	Listed on the SGX-ST since 19 November 2002, Capitaland Ascendas owns business parks, logistics properties, industrial properties as well as data centres. As at 30 September 2025, Capitaland Ascendas' total portfolio consisted of 231 properties with a carrying value of approximately S\$17.7 billion, of which 67.0% is in Singapore, 12.0% is in Australia, 11.0% is in USA, and 10.0% is in UK/Europe. Industrial and logistics properties comprise 19.0% and 26.0% of its portfolio's carrying value respectively. The remaining of its portfolio comprises business parks (36.0%), data centres (11.0%), and life sciences (8.0%).
ESR REIT ("ESR") <i>Listed on the SGX-ST</i>	Listed on the SGX-ST since 25 July 2006, ESR invests and owns logistics properties, high-specifications industrial properties, business parks and general industrial properties. As at 30 June 2025, ESR's total portfolio consisted of 70 properties with a carrying value of approximately S\$5.5 billion, of which 83.7% is in Singapore, 10.8% is in Australia and 5.5% is in Japan. Industrial and logistics properties comprise 47.5% and 38.8% of its portfolio's carrying value respectively. The remaining 13.7% of its portfolio comprises business parks.
Mapletree Industrial Trust ("Mapletree Industrial") <i>Listed on the SGX-ST</i>	Listed on the SGX-ST since 21 October 2010, Mapletree Industrial invests in a diversified portfolio of income-producing industrial real estate and data centres. As at 30 September 2025, Mapletree Industrial's total portfolio consisted of 136 properties with a carrying value of approximately S\$8.5 billion, of which 47.2% is in North America, 45.2% is in Singapore and 7.6% is in Japan. Industrial properties made up 41.7% of its portfolio's carrying value. The remaining 58.3% of its portfolio comprises data centres.

Source: The respective REIT's website.

We set out below the valuation statistics for the Selected Comparable REITs based on their last transacted unit prices as at the Latest Practicable Date.

Exhibit 20: Graph of P/RNAV for AI-REIT and P/Adjusted NAV for the Selected Comparable REITs

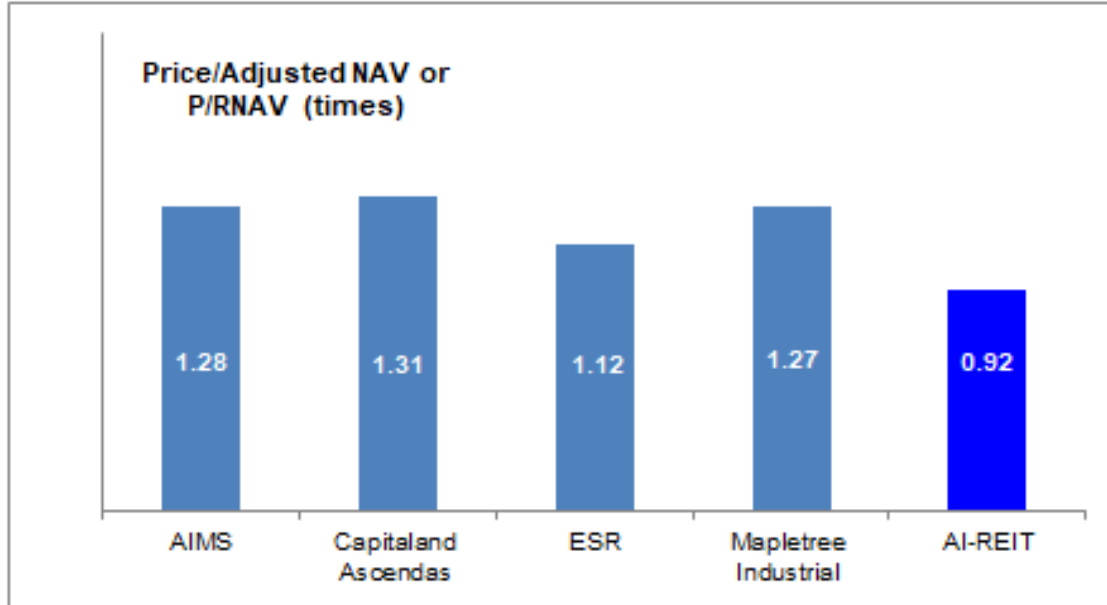


Exhibit 21: Comparison against the Selected Comparable REITs

Selected Comparable REITs ⁽¹⁾	Market Capitalisation (S\$ million)	Gearing (%) ⁽²⁾	P/Adjusted NAV (times) ⁽³⁾	LTM Distribution Yield ⁽⁴⁾ (%)
AIMS	1,250.4	35.0	1.28 ⁽⁴⁾	6.3
Capitaland Ascendas	13,190.2	39.8	1.31 ⁽⁵⁾	5.3
ESR	2,250.3	43.3	1.12 ⁽⁶⁾	7.6
Mapletree Industrial	5,992.1	37.3	1.27 ⁽⁷⁾	6.3
MAXIMUM	13,190.2	43.3	1.31	7.6
MINIMUM	1,250.4	35.0	1.12	5.3
MEDIAN	4,121.2	38.6	1.27	6.3
SIMPLE AVERAGE	5,670.7	38.9	1.25	6.4

AI-REIT	540.0	38.0	0.92⁽⁸⁾	6.7
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Source: The latest annual reports and the announced unaudited financial statements of the respective REITs or business trusts.

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) The gearing ratio as reported in the latest business updates of the Selected Comparable REITs.
- (3) The P/NAV ratios for the Selected Comparable REITs are based on their respective NAV values as set out in their latest available announced audited or unaudited financial statements, and adjusted for post balance sheet events.
- (4) AIMS' NAV as at 30 September 2025 is adjusted for distribution of 2.44 Singapore cents in respect of the period from 1 July 2025 to 30 September 2025 paid on 24 December 2025.
- (5) Capitaland Ascendas' NAV as at 30 June 2025 is adjusted for distribution of 0.998 Singapore cents in respect of the period from 6 June 2025 to 30 June 2025 paid on 4 September 2025.

- (6) Based on ESR's NAV as at 30 September 2025 (no adjustment).
- (7) Mapletree Industrial's NAV as at 30 September 2025 is adjusted for distribution of 3.18 Singapore cents in respect of the period from 1 July 2025 to 30 September 2025 paid on 10 December 2025.
- (8) The P/NAV ratio shown in the table above for AI-REIT is based on RNAV per Unit (please refer to Section 7.4 of this Letter). The P/NAV ratio for AI-REIT implied by the Offer Price and the NAV per Unit as at 30 September 2025 is approximately 0.98 times.

For illustrative purposes only, we note the following:-

- (i) The market capitalisation of AI-REIT (as implied by the Offer Price) is lower than any of the Selected Comparable REITs. It is generally accepted that the trading statistics for REITs with higher market capitalisation may be different than those with lower market capitalisation and this may be attributable to the relative liquidity in terms of number or value of units traded as well as relative interest in units of REITs with larger market capitalisation.
- (ii) AI-REIT's gearing is within the range, lower and more favourable when compared to both the median and the simple average for the Selected Comparable REITs.
- (iii) AI-REIT's valuation in terms of the P/NAV ratio (as implied by the Offer Price and NAV as at 30 September 2025 or RNAV per Unit) is lower than any of the Selected Comparable REITs.
- (iv) AI-REIT's LTM Distribution Yield of 6.7% is within the range, higher and more favourable than both the median and the simple average for the Selected Comparable REITs. Please refer to Section 8.8 of this letter for further information in relation to the distribution track record and analysis.

In summary, whilst AI-REIT's gearing and LTM Distribution Yield appear to be more favourable than both the median and the simple average for the Selected Comparable REITs, its valuation in terms of P/NAV (as implied by the Offer Price, and NAV as at 30 September 2025 or RNAV per Unit) is less favourable than the Selected Comparable REITs. It is noted that AI-REIT's ratio of LTM Distribution/RNAV per Unit of approximately 0.06 times is lower than the ratio of LTM Distribution/NAV for the simple average per unit for the Selected Comparable REITs of approximately 0.08 times.

Independent Directors are advised to review the Offer Price and the comparison of AI-REIT's valuation ratios with the Selected Comparable REITs in conjunction with the following facts:

- (i) AI-REIT's financial position (in terms of gearing) is lower and more favourable than the median and simple average for the Selected Comparable REITs; and
- (ii) the trading statistics for the units of the Selected Comparable REITs are based on transactions which do not result in an acquisition of control whilst for the Offer, the Offeror is required to make a mandatory general offer pursuant to the Acquisition – and from Section 7.6 of this Letter, we note that no control premium was paid for the SPH MGO (which turned unconditional).

Estimated Value of the Units

As set out above, we have taken into consideration various factors and evaluated the financial terms of the Offer, being the Offer Price of S\$0.480 per Unit.

Earnings Approach

Earnings Approach uses a set of projected cash flows accruing to the underlying assets and discounting them at an appropriate rate to arrive at the present value of the asset. In the absence of any cash flow projections and given the asset-intensive nature of REITs, we are of the opinion that the asset approach and market approach are the most appropriate for valuing the Units.

Asset Approach

Based on our assessment, we are of the view that the RNAV per Unit represents the value of AI-REIT's underlying property portfolio and other assets, net of liabilities. As such, we established that the RNAV per Unit of S\$0.519 as at 30 September 2025 to be the lower bound of our estimated valuation range.

Market Approach

For the market approach, we have considered the simple average (i) P/Adjusted NAV ratios of the Selected Comparable REITs; and (ii) P/NAV ratio of the Selected REIT Non-Privatisation MGO Transactions, against the P/NAV and P/RNAV ratios as implied by the Offer Price. We have not considered the latest analyst research report covering AI-REIT due to factors as mentioned in Section 8.6 of this Letter and as it is deemed outdated.

It is noted that the P/NAV ratio for the SPH MGO (which is the only transaction that was declared unconditional under the Selected REIT Non-Privatisation MGO Transactions) is approximately 1.02 times. Based on this multiple, the estimated value is in line with the lower bound based on the asset approach.

We have applied the simple average P/NAV ratio for the Selected Comparable REITs of approximately 1.25 times to the AI-REIT Group's RNAV per Unit of S\$0.519 to derive at the higher bound of our estimated valuation range of S\$0.649 per Unit. As such, the Offer Price of S\$0.480 is below our estimated value range ("**Estimated Value Range**") for the Units of between S\$0.519 and S\$0.649.

8. OTHER CONSIDERATIONS

The following factors should also be considered together with the other comments and issues raised in this Letter and the contents of the Circular.

8.1 UNITHOLDING STRUCTURE

Exhibit 22: Unitholding Structure

	Existing Unitholdings					
	Direct interests	% ⁽¹⁾	Deemed interests	% ⁽¹⁾	Total interests	% ⁽¹⁾
Offeror Concert Party Group						
Volare ⁽²⁾	464,308,569	41.27	-	0.00	464,308,569	41.27
Cielo Holding AG ⁽²⁾	-	0.00	464,308,569	41.27	464,308,569	41.27
Mr. Daniel Sieber ⁽³⁾	-	0.00	464,308,569	41.27	464,308,569	41.27
Mr. Konrad Duttwiler ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
Substantial Unitholders						
Quarz Capital ASIA (Singapore) Pte. Ltd ⁽⁵⁾	-	0.00	137,780,933	12.25	137,780,933	12.25
Mr. Jan Frederic Moermann ⁽⁶⁾	321,000	0.03	137,877,633	12.26	138,198,633	12.28
Directors (other than the Offeror Concert Party Group and Substantial Unitholders)						
Mr. Bhavik Umesh Doshi	70,600	0.01	Nil	Nil	70,600	0.01
Mr. Havard Chi Cher Pan	314,000	0.03	Nil	Nil	314,000	0.03
Mr. Lim Hock Chuan	75,000	0.01	Nil	Nil	75,000	0.01
Mr. Saha Anshuman Manabendranath	30,000	0.003	Nil	Nil	30,000	0.003
Public Unitholders	522,058,440	46.40	Nil	Nil	522,058,440	46.40

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) Mr. Daniel Sieber wholly-owns Cielo Holding AG ("**Cielo**"), which in turn owns 93% of Volare. Accordingly, Cielo will also have deemed interest in any Units acquired by the Offeror in connection with the Offer arising from its controlling interest in the Offeror through Volare.
- (3) Mr. Daniel Sieber's deemed interest is attributed to his controlling interest in Volare. Mr. Daniel Sieber will also have deemed interest in any Units acquired by the Offeror in connection with the Offer arising from his controlling interest in the Offeror through his control of Cielo and Volare.
- (4) As stated in the Circular, Mr. Konrad Duttwiler is a director of the Offeror, Mindarie Holding Pte. Ltd. and Volare.
- (5) Quarz Capital ASIA (Singapore) Pte. Ltd. ("**Quarz Capital Asia**") is deemed interested in the Units in its capacity as investment advisor and fund manager of various funds and accounts.
- (6) Mr. Jan Frederic Moermann is deemed to have an interest in 96,700 Units held by his spouse. However, for the avoidance of doubt, Mr Jan Frederic Moermann does not have any beneficial interest in such Units held by his spouse. Mr Jan Frederic Moermann's deemed interest in 137,780,933 Units arises from his substantial interest in Quarz Capital Asia, which is deemed interested in the Units in its capacity as investment adviser and fund manager of various funds and accounts.

We note that as stated in the Offer Document, as at 7 January 2026 (being the latest practicable date of the Offer Document), the Offeror Concert Party Group hold an aggregate interest of 464,308,569 Units, representing approximately 41.27% of the issued Units of the AI-REIT Group.

As set out in Section 11.3 of the Offer Document, the Offeror Concert Party Group has not received any irrevocable undertaking or commitment from any person to accept or reject the Offer in respect of any Relevant Securities (as defined in the Offer Document).

We note that in the event Quarz Capital Asia accepts the Offer for all the Units that it owns, the Offer will become unconditional.

Subsequent to the Offer Announcement Date to the Latest Practicable Date, the Offeror Concert Party Group did not make any further announcement in connection with changes in its unitholding in the AI-REIT Group or any further purchases of Units.

For the Directors' intention, who have a beneficial interest in the Units, please refer to Appendix III to the Circular.

8.2 OFFER IS CONDITIONAL AND NO STATEMENT ON FINAL OFFER PRICE

We note from Section 2.6 of the Offer Document that the Offer is conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Units which, when taken together with the Units owned, controlled, acquired or agreed to be acquired by the Offeror and its concert parties (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and its concert parties holding in aggregate such number of Units carrying more than 50% of the total voting rights attributable to the issued Units as at the close of the Offer (the "**Minimum Acceptance Condition**").

Save for the Minimum Acceptance Condition, the Offer will be unconditional in all other respects.

In addition, as at the Latest Practicable Date, there has been no statement that the Offer is unconditional or that the Offer Price is final and will not be revised.

8.3 NO ALTERNATIVE OR COMPETING OFFERS

It should be noted that as at the Latest Practicable Date, the Offeror and its concert parties are the largest Unitholders, however, they do not have majority control over AI-REIT. As such, the possibility of a competing offer cannot be ruled out.

The Directors and the Management confirmed that (a) no other third party has approached the AI-REIT Group with an intention to make an offer for AI-REIT; and (b) no other third party has made a firm offer for AI-REIT as at the Latest Practicable Date. We also note that there is no publicly available evidence of any alternative offer for the Units from any third party.

8.4 DEALINGS OF AI-REIT GROUP UNITS BY THE OFFEROR CONCERT PARTY GROUP SINCE COMPLETION OF THE PARTIAL OFFER

Based on the announcements made by AI-REIT on the SGXNet, the details of the dealings by the Offeror Concert Party Group in the Units of the AI-REIT Group during the period commencing since completion of the Partial Offer to the Offer Announcement Date and ending on the Latest Practicable Date (the "**Reference Period**") are disclosed below:

Exhibit 23: Dealings by the Offeror Concert Party Group during the Reference Period

Offeror Concert Party Group ⁽¹⁾⁽²⁾	Date of acquisition	Dealing	Aggregate number of Units	Transaction price of the Units (S\$)
Volare	23-Dec-25	Buy	241,568,431 ⁽³⁾	0.400
Volare	8-Nov-24	Buy	22,500,000	0.345
Volare	5-Apr-24	Buy	417,300	0.360
Volare	23-Jun-23	Buy	1,000,000	0.435

Sources: The Offer Document, Offer Announcement and the relevant announcements of the AI-REIT Group on the SGX-ST.

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) Information on the dealings by the Offeror Concert Party Group disclosed above are based on the announcements made by AI-REIT on the SGXNet and may not be exhaustive.
- (3) Pursuant to the Acquisition.

Based on the information disclosed above, we note that:

- (i) The price range of S\$0.345 to S\$0.435, which were entered into by the Offeror Concert Party Group to acquire the Units since the Partial Offer, were all lower than the Offer Price; and
- (ii) The cash consideration of S\$0.400, which was agreed in the sale and purchase agreement entered into between Volare and the Vendors, is lower than the Offer Price and represents a discount of approximately 16.7% from the Offer Price.

8.5 CONTROL OVER THE AI-REIT GROUP

In the event that the Minimum Acceptance Condition is met, the Offeror Concert Party Group will be in a position to influence, *inter alia*, the Manager, operating and financial policies of the AI-REIT Group and have the ability to, subject to the listing requirements of the SGX-ST, pass all ordinary resolutions on matters in which the Offeror Concert Party Group and/or Manager (as may be applicable) do not have an interest, at general meetings of Unitholders.

8.6 ANALYST'S FORECASTS FOR THE AI-REIT GROUP

We reviewed the only publicly available research report which was dated 24 January 2024 (the "**Research Report**"). The price target was S\$0.300 per Unit. We wish to highlight that the price target in the Research Report represent the views of the research analyst based on the circumstances prevailing at the date of the publication of the Research Report, which may change over time as a result of changes in market conditions or developments in the AI-REIT Group. As a result, any comparisons drawn can serve only as an illustrative guide.

For illustrative purpose only, we observe that the Offer Price of S\$0.480 per Unit represents a premium of approximately 60% over the 12-month target price estimated by the analyst of S\$0.300 per Unit. The Research Report further stated that the Internalisation events, being a watershed moment for the AI-REIT Group, would result in additional costs and resources of approximately S\$5.0 million, as well as litigation with master tenant at 33/35 Penjuru Lane, thereby casting near-term operational and financial uncertainties.

We note for illustrative purposes only, from Section 7.1 that the price target is lower than the VWAP for the 1-month, 3-month, 6-month, 12-month and 24-month periods prior to the Last Full Trading Day.

The implementation of the Internalisation has been completed on 23 October 2025 and Directors confirmed and represented that there will be no material Internalisation related expenses incurred after October 2025.

8.7 RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTION FOR THE AI-REIT GROUP

The rationale for the Offer and the Offeror's intentions for the AI-REIT Group are set out in Sections 7 and 9 of the Offer Document. Unitholders are advised to read Sections 7 and 9 of the Offer Document carefully and in its entirety.

We note from Section 7 of the Offer Document that the Offer is made to comply with Rule 14 of the Code arising from the Acquisition.

As set out in Section 9 of the Offer Document, it is the current intention of the Offeror that AI-REIT continues with its existing activities. There are presently no plans to make any material changes to AI-REIT's existing business, re-deploy its fixed assets, to initiate any major changes to the investment policy of AI-REIT or discontinue the employment of existing employees of AI-REIT, in each case, except in the ordinary course of business.

The Offeror, however, retains the discretion and flexibility to conduct a review of its options relating to the management and the operations of AI-REIT and to consider any options or opportunities which may present themselves and which it regards to be in the interests of AI-REIT and the Unitholders.

8.8 DISTRIBUTION TRACK RECORD OF THE AI-REIT GROUP

For the purpose of assessing the Offer, we have considered the historical distribution track record of the Units for the last five financial years prior to the Offer Announcement Date and compared them with the returns which a Unitholder may have obtained as compared to other selected alternative equity investments.

AI-REIT had declared and paid the following distributions in respect of its last five financial years and 9M FY2025:

Exhibit 24: AI-REIT's distribution track record

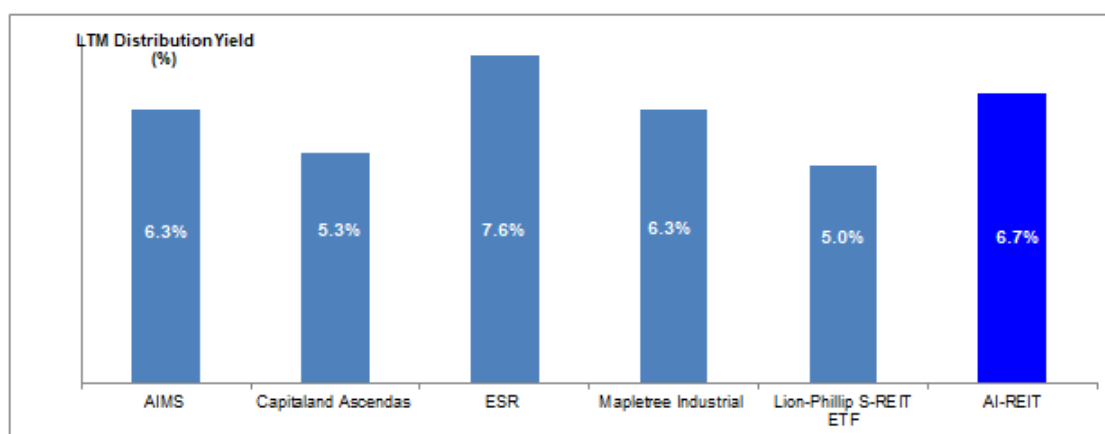
Figures are in S\$ ⁽¹⁾	FY2020	FY2021	FY2022	FY2023	FY2024	9M FY2025
Interim distribution	0.005	0.015	0.016	0.016	0.014	0.017
Final distribution	0.023	0.016	0.015	0.012	0.015	NA
Total distribution	0.028	0.031	0.031	0.028	0.029	NA
Average price per unit ⁽²⁾	0.370	0.418	0.440	0.415	0.359	NA
Annual Distribution Yield (%) ⁽³⁾	7.5	7.3	6.9	6.6	8.0	NA
LTM Distribution Yield (%) ⁽⁴⁾						6.7

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) Average price per unit is calculated based on the average price of the Units during trading days for the corresponding period.
- (3) Annual Distribution Yield is computed based on the annual distributions of AI-REIT Group for the respective financial year and the average price per unit for the corresponding financial year. As at the Latest Practicable Date, the final distribution for FY2025 has not been announced.
- (4) LTM Distribution Yield is computed by dividing the distributions declared for the most recent twelve months of the AI-REIT Group against the Offer Price.

Based on the above distribution analysis, we note that the LTM Distribution Yield of the AI-REIT Group as implied by the Offer Price is 6.7%.

Exhibit 25: Graph of LTM Distribution Yield for AI-REIT, the Selected Comparable REITs, and S-REIT ETF



The median and the simple average LTM Distribution Yields for the Selected Comparable REITs of approximately 6.3% and 6.4% respectively, as set out in Section 7.7 of this Letter, are lower than the LTM Distribution Yield of the AI-REIT Group as implied by the Offer Price.

With reference to its annual report, we note that the distribution policy of the AI-REIT Group is to distribute at least 90% of its distributable income, comprising rental and other property-related income from its business of property letting as well as interest income and after deducting allowable expenses and applicable tax allowances. The actual level of distribution will be determined at the Manager's discretion, taking into consideration the AI-REIT Group's capital management and funding requirements.

There can be no assurance that AI-REIT will continue its distributions in the future or maintain the level of distributions that were paid in the past periods.

For the purpose of analysing the Offer, we have considered that the Unitholders may re-invest the proceeds from the Offer in selected alternative equity investments such as a broad Singapore REIT index instrument such as the Lion-Phillip S-REIT ETF ("**S-REIT ETF**").

For illustrative purposes, the Distribution Yield of the S-REIT ETF based on distributions declared over the most recent 12-month period is as follows:

Exhibit 26: LTM Distribution Yield for AI-REIT versus S-REIT ETF

	LTM Distribution Yield (%)
S-REIT ETF	5.0 ⁽¹⁾
AI-REIT Group (implied by the Offer Price)	6.7 ⁽²⁾

Sources: The annual reports, financial statements and distribution announcements of the AI-REIT Group and the S-REIT ETF.

Notes:

- (1) LTM Distribution Yield for S-REIT ETF is computed by dividing the distributions declared for the most recent twelve months against the closing market price as at the Latest Practicable Date (or when there was no trading on such date, the last available closing market price). The aforementioned Distribution Yield computed may differ from the actual Distribution Yield which will vary depending on the actual cost of investment paid by the individual investor.
- (2) LTM Distribution Yield is computed by dividing the distributions declared for the most recent twelve months of the AI-REIT Group against the Offer Price.

Based on the above distribution analysis, we note that the LTM Distribution Yield of AI-REIT Group as implied by the Offer Price is higher than that of the S-REIT ETF. It appears that a Unitholder who had invested an equivalent amount into the S-REIT ETF may have potentially received a lower distribution yield.

However, as there can be no assurance over future distributions of the AI-REIT Group, the Selected Comparable REITs and the S-REIT ETF, the above distribution analysis serves only as an illustrative guide. There are no assurances that Unitholders will be able to achieve their desired returns by participating in the Offer and reinvesting their proceeds in the Selected Comparable REITs or the S-REIT ETF or alternative equity investments.

Moreover, we wish to highlight that the above analysis ignores any potential capital gains or losses that may accrue to the Unitholders arising from their investment in the Units, due to market fluctuations in price over the periods in which the above distribution yields were analysed.

Further, as there is no guarantee a distribution will be proposed or declared in any given year, the payment of distributions, if any, and the amounts and timing thereof, will depend on a number of factors, including future income, financial conditions, general economic and business conditions, other legal and regulatory requirements and any other factors that the Directors or the Manager may deem relevant.

8.9 LISTING STATUS AND COMPULSORY ACQUISITION

The listing status and compulsory acquisition are set out in Section 10 of the Offer Document and have been extracted and reproduced in Section 6 of this Letter. Unitholders are advised to read Section 10 of the Offer Document and Section 6 of this Letter carefully and in its entirety.

8.10 MATERIAL LITIGATION AND CONTRACTS

Material litigation

We note from Appendix III to the Circular, in connection with the tenant matters involving GDMC Pte. Ltd. and Kleio One-Solution Pte. Ltd., which have been previously disclosed in the Prior Manager's announcements dated 17 November 2023, 19 December 2023, 28 December 2023, 29 February 2024, 5 April 2024, 19 April 2024, 21 May 2024, 6 June 2024, 11 June 2024, 14 June 2024, 23 July 2024 (press release and results presentation), 27 August 2024 and 11 September 2024 and periodic disclosures in interim business updates, certain legal proceedings are ongoing.

Based on legal advice received and taking into account the steps taken by the Manager to mitigate the impact of such matters (including securing new tenants), the Manager does not expect such proceedings to have any material adverse effect on the financial position, distributions or operations of the REIT.

Other than the tenant matters disclosed above, none of the AI-REIT Group Entities is engaged in any material litigation or arbitration proceedings as plaintiff or defendant, which might materially and adversely affect the financial position of the AI-REIT Group as a whole. The Directors are not aware of any litigation, claim, arbitration or other proceedings pending or threatened against any of the AI-REIT Group Entities or of any facts likely to give rise to any such proceedings which might materially or adversely affect the financial position of the AI-REIT Group taken as a whole.

Material contracts

We note from Appendix III to the Circular that save as disclosed in the Annual Reports and any other information on the AI-REIT Group which is publicly available (including without limitation, the announcements released by the AI-REIT Group on the SGX-ST), none of the AI-REIT Group Entities has entered into any material contracts with interested persons (other than those entered into in the ordinary course of business) during the period beginning three years before 23 December 2025, being the Offer Announcement Date, and ending on the Latest Practicable Date.

9. OPINION

In arriving at our opinion and recommendation, we have reviewed and examined all factors as set out in Sections 7 and 8 of this Letter as well as others elaborated elsewhere in this Letter which we have considered to be pertinent in our assessment of the Offer, including, *inter alia*, the views of and representations by the Directors.

Our opinion or recommendation is by no means an indication of the merits, prospects, financial performance and position of the AI-REIT Group after the completion or lapse of the Offer; or whether the AI-REIT Group can improve their financial position and performance, and cash flow; or whether the AI-REIT Group can continue to operate as a going concern; or the ability of the AI-REIT Group to meet its liabilities when due or the prices at which the Units would trade after the completion of the Offer.

Unitholders are advised to read this Letter carefully and in its entirety. Our views, recommendation and opinion are necessarily limited and subject to the matters stated in this IFA Letter. The following should be read in conjunction with, and in the context of, the full text of this IFA Letter.

For the purposes of evaluation of the Offer from a financial point of view, we have adopted the approach that the term “fair and reasonable” comprises two distinct concepts:

- (i) Whether the Offer is “fair” relates to the value of the Offer Price which is based strictly on the evaluation of the Offer Price (i.e. by, *inter alia*, looking at the financial or fundamental analysis of the Offer Price as set out in this Letter and based on information known to us or which is publicly available).
- (ii) Whether the Offer is “reasonable”, after taking into consideration other circumstances surrounding the Offer and the AI-REIT Group, which we consider relevant (being both quantitative and qualitative factors available and made known to us).

In summary, having regard to our analysis and the consideration in this Letter (including, *inter alia*, its limitation and constraints) and after having considered carefully the information available to us and based on market, economic and other relevant considerations prevailing as at the Latest Practicable Date, and subject to our terms of reference, as well as the representation and confirmation from the Directors, we are of the opinion that, in the absence of an alternative offer, the financial terms of the Offer is, on balance, **NOT FAIR BUT REASONABLE**.

We consider the financial terms of the Offer, on balance to be **NOT FAIR** from a financial point of view after considering, *inter alia*, the following factors:-

- (i) The AI-REIT Group appears to be on a recovery track following completion of the implementation of the Internalisation – in particular, in 9M FY2025, the AI-REIT Group recorded higher net property income of approximately S\$50.4 million in 9M FY2025 (9M FY2024: S\$41.7 million) and higher total return attributable to Unitholders of approximately S\$20.1 million (9M FY2024: S\$15.7 million).

We also note from the result announcement for 9M FY2025 that barring unforeseen circumstances, AI-REIT is expected to deliver a double-digit percentage increase in income available for distribution per Unit for FY2025. In addition, as announced on 12 November 2025, the External Auditors confirmed that the note relating to the EOM on Going Concern is no longer applicable to the AI-REIT Group's financial statement as at 30 September 2025 given: (a) completion of the Internalisation process; (b) the lenders' waiver of the review event following the change of manager; and (c) constructive discussions on refinancing for March 2026. Lastly, the AI-REIT Group's gearing and LTM Distribution Yield appear to be in general more favourable than the Selected Comparable REITs.

We note that Unitholders may not have fully accorded the recent relative improvement in financial performance in their transactions in the market.

- (ii) The Offer Price represents discounts of approximately 1.6% and 7.5% from the AI-REIT Group's NAV and RNAV per Unit as at 30 September 2025 respectively.
- (iii) The P/RNAV ratio of approximately 0.92 times (as implied by the Offer Price and the AI-REIT Group's RNAV per Unit) is lower and less favourable than: (a) the median and the simple average of trailing P/NAV multiples for each of the 1-month and 3-month periods prior to the Last Full Trading Day; (b) the implied P/NAV ratio for the SPH MGO, which was declared unconditional; and (c) the P/Adjusted NAV ratios for the Selected Comparable REITs. In fact, it is lower than any of the Selected Comparable REITs notwithstanding its gearing and LTM Distribution Yield, appears to be more favourable than both the median and the simple average for the Selected Comparable REITs). It is noted that AI-REIT's ratio of LTM Distribution/RNAV per Unit is lower than the ratio of LTM Distribution/NAV for the simple average per unit for the Selected Comparable REITs.
- (iv) The Offer Price is lower than the Estimated Value Range per Unit.

We consider the financial terms of the Offer, on balance to be **REASONABLE** after considering, *inter alia*, the following factors:-

- (i) In general, the Offer Price is at a premium as compared to the historical prices for the Units considering, *inter alia*: (a) the implied premia over the VWAP for the Units for the 1-month, 3-month, 6-month, 12-month and 24-month periods prior to the Last Full Trading Day respectively; and (b) the small implied premium of approximately 2.1% over the last transacted price on the Last Full Trading Day.
- (ii) During the 2-year Lookback Period, the closing prices for the Units were lower than the Offer Price on 493 Market Days (or approximately 98.2%), higher than the Offer Price on 1 Market Day, and in line with the Offer Price for 8 Market Days out of a total 502 Market Days. Thus, the closing prices for the Units were at prices lower than the Offer Price for most part of the 2-year Lookback Period.
- (iii) The P/NAV (or P/RNAV) ratios as implied by the Offer Price is relatively more favourable or fairly comparable with the historical trailing P/NAV for the Units for each of the 1-year, 2-year, 3-year, 4-year and 5-year periods prior to the Last Full Trading Day.
- (iv) For the 2-year Lookback Period up to and including the Last Full Trading Day, the Units had outperformed the rebased iEDGE S-REIT. Accordingly, as the Offer Price is at a premium to the last closing prior to Offer Announcement, the implied returns performance based on the Offer Price would have exceeded that for rebased iEDGE S-REIT.
- (v) The Offer Price represents a slight discount of approximately 0.4% from the VWAP for the Units for the period commencing from the Offer Announcement Date till the Latest Practicable Date (after adjusting for the Acquisition).
- (vi) The premia implied by the Offer Price over the last transacted price on the Last Full Trading Day, the VWAP for the Units for the 1-month, 3-month, 6-month and 12-month periods prior to and including the Last Full Trading Day are within the range, and higher than the simple average for the Selected REIT Non-Privatisation MGO Transactions – in particular, it should be noted that the premia implied by the Offer Price are higher and more favourable as compared to the SPH MGO which was successful and declared unconditional.
- (vii) Fair comparison against the previous Partial Offer in terms of the nominal terms of the Offer Price *vis-à-vis* the Partial Offer Price, the implied P/NAV or P/RNAV, and the premia implied over historical VWAP per Unit for the 6 month, and 12-month periods prior to the respective announcements.
- (viii) The Offer Price is higher than (a) the price paid by Volare for the 241,568,431 Units pursuant to the Acquisition, and (b) the prices paid by the Offeror Concert Party Group for the Units during the Reference Period.

- (ix) Low liquidity for the Units (in terms of average daily trading volume) during the 2-year Lookback Period up to and including the Last Full Trading Day. We observed that the average daily trading volume for the 12-month period prior to the Last Full Trading Day, as well as the average daily trading volume and value as a percentage of Free Float and market capitalisation respectively are in general, lower and less favourable than the Selected Comparable REITs.
- (x) Directors' confirmation that apart from the Offer, no other third party has approached the AI-REIT Group with an intention to make an offer or have made a firm offer for AI-REIT as at the Latest Practicable Date.

ACA's Recommendation on the Offer

Based on our assessment of the financial terms of the Offer as set out above, we advise the Independent Directors that they should recommend Unitholders to **ACCEPT** the Offer. However, in the event that Unitholders are able to dispose the Offer Units in the open market and realise their investments at prices higher than the Offer Price (and after considering, *inter alia*, related expenses), they should consider selling the Offer Units in the open market. It should be noted that for the period commencing on the Offer Announcement Date to the Latest Practicable Date, the highest transacted price for the Units was S\$0.490 and the closing prices for the Units have always been in line with or higher than the Offer Price.

While the transacted prices for the Units subsequent to the Offer Announcement Date may have been underpinned by the Offer and the trading for the Units on a daily basis may have (in general) increased after the Offer Announcement Date to the Latest Practicable Date (as compared to the 24-month period prior to the Last Full Trading Day), there is no assurance that the trend of trading activities for the Units will be maintained at such levels or that the transacted prices for the Units will be maintained after the closing of the Offer.

In the event that Unitholders are concerned about the liquidity and the prices at which they can realise their investments in the Offer Units (including whether they can realise their investments at prices higher than the Offer Price after deducting related expenses), acceptance of the Offer will provide certainty of exit at the Offer Price (with no related expenses).

Matters to highlight

We would also wish to highlight the following matters which may affect the decisions or actions of Unitholders:—

1. If the Unitholders are considering selling their Offer Units in the open market, they should be aware that the current market prices and trading volumes for the Units may have been affected by the Offer and may not be maintained at current levels when the Offer closes. In addition, opportunities to realise the Offer Units in the open market may be restricted or limited by the relatively low liquidity for the Units (as observed during the historical periods under review, being 26 December 2023 to the Latest Practicable Date).
2. As at the Latest Practicable Date, the Offer has not been declared unconditional in all respects and is subject to the Minimum Acceptance Condition. In addition, as at the Latest Practicable Date, there has been no statement that the Offer Price is final and will not be revised.
3. Whilst the possibility of a higher offer from a third party cannot be ruled out, as at the Latest Practicable Date, we are not aware of any publicly available evidence of an alternative offer for the Units. Unitholders should note that the likelihood of an alternative takeover is not remote in view that as at 7 January 2026 (being the latest practicable date of the Offer Document), the Offeror Concert Party Group hold an aggregate interest of 464,308,569 Units, representing approximately 41.27% of the issued Units.
4. Given the low liquidity of the Units (in terms of number of Units traded on daily basis) during the 2-year Lookback Period, the Offer may represent a realistic exit opportunity for the Unitholders to realise their entire investment for cash, and the Offer Price is at a premium above market prices of Units for 1-month, 3-month, 6-month, 12-month and 24-month periods prior to the Last

Full Trading Day. Based on the average daily trading volume of 351,956 Units for the 24-month period before the Last Full Trading Day prior to the Offer Announcement, it would take approximately 1,483 Market Days or close to 5.9 years (based on 250 Market Days per year) for the public Unitholders to be able to sell off their approximately 522.1 million Units in the market.

5. It is the present intention of the Offeror to maintain the listing status of AI-REIT on the SGX-ST following completion of the Offer. Unitholders should note that in the event the Free Float Requirement is not satisfied as at the close of the Offer and the trading of the Units on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror reserves the right and discretion to assess the options available to itself at such time.

Limitations

It is also to be noted that as trading of the Units is subject to possible market fluctuations and accordingly, our advice on the Offer does not and cannot take into account the future trading activities or patterns or price levels that may be established for the Units since these are governed by factors beyond the ambit of our review, and also such advice, if given, would not fall within our terms of reference in connection with the Offer.

For our opinion and recommendation, we have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints or plans of any individual Unitholder, or group of Unitholders. As different Unitholders or groups of Unitholders would have different investment profiles and objectives, we would advise Independent Directors to recommend that any individual Unitholder or group of Unitholders who may require advice in the context of his specific investment portfolio, including his investment in AI-REIT, should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately with respect to the Offer.

10. ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders may accept the Offer in respect of all or any part of their holdings of Units. Unitholders **who wish to accept the Offer** must do so no later than **5:30 p.m. (Singapore time) on 10 February 2026** or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Please refer to Appendix 2 of the Offer Document, which sets out the procedures for the acceptance of the Offer.

Unitholders who do not wish to accept the Offer need not take any further action in respect of the Offer Document, the FAA and/or the FAT.

This Letter is addressed to the Independent Directors in connection with and for the purpose of their evaluation of the financial terms of the Offer. Whilst a copy of this Letter may be included in the Circular, neither the Manager nor the Directors nor the Unitholders nor any third parties, may reproduce, disseminate or quote this Letter (or any part thereof) for any other purpose, save in connection with the Circular, at any time and in any manner without the prior written consent of ACA in each specific case. This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters and the scope of our appointment stated herein and does not apply by implication to any other matter. Save as disclosed, nothing herein shall confer or be deemed or is intended to confer any right of benefit to any third party and the Contracts (Rights of Third Parties) Act 2001 of Singapore and any re-enactment thereof shall not apply.

The recommendations made by the Independent Directors to Unitholders in relation to the Offer and the issue of the Circular (as well as any information therein) shall remain the sole responsibility of the Independent Directors and the Directors respectively.

Yours faithfully,

For and on behalf of

ASIAN CORPORATE ADVISORS PTE. LTD.

H.K. LIAU
MANAGING DIRECTOR

FOO QUEE YIN
MANAGING DIRECTOR

APPENDIX II

INFORMATION ON THE OFFEROR

1. THE OFFEROR

The following information on the Offeror has been extracted from Appendix 3 to the Offer Document. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the Offer Document:

“1. DIRECTORS

The names, addresses and descriptions of the directors of the Offeror as at the Latest Practicable Date are as follows:

Name	Address	Description
Duttwiler, Konrad	c/o 70 Shenton Way, #11-01, Eon Shenton, Singapore 079118	Director
Kwek Wei Ren	c/o 70 Shenton Way, #11-01, Eon Shenton, Singapore 079118	Director

2. PRINCIPAL ACTIVITIES

The Offeror is a company incorporated in Singapore on 9 December 2025. The Offeror is wholly-owned by Holdco, which is also incorporated in Singapore and which is in turn wholly-owned by Volare. The Offeror and Holdco are investment holding entities and do not have any business other than investment holding.

As at the Latest Practicable Date, the Offeror has an issued and paid-up share capital of S\$1 comprising one (1) ordinary share, which is held by Holdco.

3. FINANCIAL INFORMATION

As the Offeror was newly incorporated on 9 December 2025 for the purpose of undertaking the Offer, no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date for inclusion in this Appendix.

4. MATERIAL CHANGES IN FINANCIAL POSITION

Save in relation to and in connection with the Offer (including the financing of the Offer and the costs and expenses incurred or to be incurred in connection with the Offer), there has been no known material change in the financial position of the Offeror since its incorporation.

5. SIGNIFICANT ACCOUNTING POLICIES

As no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date, there are no significant accounting policies to be noted.

6. CHANGES IN ACCOUNTING POLICIES

There have been no changes to the significant accounting policies of the Offeror as no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date.

7. REGISTERED OFFICE

The registered office of the Offeror is at 70 Shenton Way, #11-01, Eon Shenton, Singapore 079118.”

2. HOLDINGS AND DEALINGS IN THE UNITS

The following information on the holdings of, and dealings in, the Units by the Offeror and the parties acting in concert with the Offeror is extracted from Appendix 5 to the Offer Document:

“1. INTERESTS IN UNITS

Based on the latest information available to the Offeror as at the Latest Practicable Date and responses received pursuant to enquiries that the Offeror has made, the details of the interests of the Offeror and the parties acting in concert with the Offeror as at the Latest Practicable Date are set out below:

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Units	%	No. of Units	%	No. of Units	%
<i>Volare Group AG</i>	464,308,569	41.27	-	-	464,308,569	41.27
<i>Cielo Holding AG⁽¹⁾</i>	-	-	464,308,569	41.27	464,308,569	41.27
<i>Mr. Daniel Sieber⁽²⁾</i>	-	-	464,308,569	41.27	464,308,569	41.27

Notes:

- (1) *Mr. Daniel Sieber wholly-owns Cielo, which in turn owns 93% of Volare. Accordingly Cielo’s deemed interest is attributed to its controlling interest in Volare. Cielo will also have deemed interest in any Units acquired by the Offeror in connection with the Offer arising from its controlling interest in the Offeror through Volare and the Holdco.*
- (2) *Mr. Daniel Sieber’s deemed interest is attributed to his controlling interest in Volare. Mr. Daniel Sieber will also have deemed interest in any Units acquired by the Offeror in connection with the Offer arising from his controlling interest in the Offeror through his control of Cielo, Volare and the Holdco.*

2. DEALINGS IN UNITS DURING THE REFERENCE PERIOD

Based on the latest information available to the Offeror as at the Latest Practicable Date and responses received pursuant to enquiries that the Offeror has made, the details of the dealings in the Units by the Offeror and the parties acting in concert with the Offeror during the Reference Period are set out below:

Name	Date	Dealing	Aggregate No. of Units	Transaction Price per Unit (\$\$)
<i>Volare</i>	<i>23 December 2025</i>	<i>Buy</i>	<i>241,568,431</i>	<i>0.40</i>

”

APPENDIX III

ADDITIONAL INFORMATION ON AI-REIT

1. DIRECTORS

The names, addresses and designations of the Directors as at the Latest Practicable Date are set out below:

Name	Address	Designation
Mr. Bhavik Umesh Doshi	c/o 105 Cecil Street, #10-01 The Octagon, Singapore 069534	Chairman and Non-Executive Independent Director
Mr. Saha Anshuman Manabendranath	c/o 105 Cecil Street, #10-01 The Octagon, Singapore 069534	Non-Executive Independent Director
Mr. Lim Hock Chuan	c/o 105 Cecil Street, #10-01 The Octagon, Singapore 069534	Non-Executive Independent Director
Mr. Jan Frederic Moermann	c/o 105 Cecil Street, #10-01 The Octagon, Singapore 069534	Non-Executive and Non-Independent Director
Mr. Konrad Duttwiler	c/o 105 Cecil Street, #10-01 The Octagon, Singapore 069534	Non-Executive and Non-Independent Director
Mr. Havard Chi Cher Pan	c/o 105 Cecil Street, #10-01 The Octagon, Singapore 069534	Non-Executive and Non-Independent Director

2. PRINCIPAL ACTIVITIES

AI-REIT is a real estate investment trust listed on the Main Board of the SGX-ST since 26 November 2010. AI-REIT owns income-producing industrial properties. As at the Latest Practicable Date, AI-REIT's property portfolio has been valued at S\$948.9 million, comprising 18 properties in Singapore, spanning the high-tech industrial, warehouse and logistics, chemical warehouse and logistics, as well as general industrial sectors.

3. AI-REIT UNITS IN ISSUE

3.1 Issued AI-REIT Units

As at the Latest Practicable Date, AI-REIT has a total of 1,125,055,242 Units outstanding and there is only one class of units in AI-REIT, comprising the Units.

3.2 Rights of the Unitholders in Respect of Capital, Distribution and Voting

The rights of Unitholders in respect of capital, distributions and voting are set out in the Trust Deed. The relevant provisions of the Trust Deed relating to the same have been extracted and reproduced in Appendix IV to this Circular.

3.3 Number of AI-REIT Units issued since the end of the last financial year

Since 31 December 2025, being the end of the latest full financial year of AI-REIT, up to the Latest Practicable Date, no new Units have been issued.

4. OPTIONS AND CONVERTIBLE INSTRUMENTS

There are no outstanding instruments convertible into, rights to subscribe for, and options in respect of, the Units or securities which carry voting rights in AI-REIT as at the Latest Practicable Date.

5. DISCLOSURE OF INTERESTS AND DEALINGS

5.1 Interests of AI-REIT in Offeror Securities

None of the AI-REIT Group Entities has any direct or indirect interests in Offeror Securities as at the Latest Practicable Date.

5.2 Dealings in Offeror Securities by AI-REIT

None of the AI-REIT Group Entities has dealt in Offeror Securities during the period commencing six months prior to 23 December 2025, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.3 Interests of Directors in Offeror Securities

None of the Directors has any direct or indirect interests in Offeror Securities as at the Latest Practicable Date.

5.4 Dealings in Offeror Securities by the Directors

None of the Directors has dealt in Offeror Securities during the period commencing six months prior to 23 December 2025, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.5 Interests of the Directors in the Units and REIT Convertible Securities

Save as disclosed below, none of the Directors has an interest, direct or indirect, in the Units and REIT Convertible Securities as at the Latest Practicable Date.

Name	Direct		Deemed	
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾
Mr. Bhavik Umesh Doshi	70,600	0.01	-	-
Mr. Saha Anshuman Manabendranath	30,000	0.00	-	-
Mr. Lim Hock Chuan	75,000	0.01	-	-
Mr. Jan Frederic Moermann	321,000	0.03	137,877,633 ⁽²⁾⁽³⁾	12.26
Mr. Havard Chi Cher Pan	314,000	0.03	-	-

Notes:

(1) Percentage interest is rounded to two decimal places and based on a total of 1,125,055,242 Units outstanding as at the Latest Practicable Date.

(2) Mr. Jan Frederic Moermann is deemed to have an interest in 96,700 Units held by his spouse. However, for the avoidance of doubt, Mr Jan Frederic Moermann does not have any beneficial interest in such Units held by his spouse.

(3) Mr. Jan Frederic Moermann's deemed interest in 137,780,933 Units arises from his substantial interest in Quarz Capital ASIA (Singapore) Pte. Ltd., which is deemed interested in the Units in its capacity as investment adviser and fund manager of various funds and accounts.

5.6 Dealings in the Units and REIT Convertible Securities by the Directors

None of the Directors has dealt in the Units and REIT Convertible Securities during the period commencing six months prior to 23 December 2025, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.7 Interests of the Manager in the Units and REIT Convertible Securities

The Manager does not have an interest, direct or indirect, in the Units and REIT Convertible Securities as at the Latest Practicable Date.

5.8 Dealings in the Units and REIT Convertible Securities by the Manager

The Manager has not dealt in the Units and the REIT Convertible Securities during the period commencing six months prior to 23 December 2025, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.9 Interests of the IFA in the Units and REIT Convertible Securities

None of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis owns or controls any Units and REIT Convertible Securities as at the Latest Practicable Date.

5.10 Dealings in the Units and REIT Convertible Securities by the IFA

None of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis has dealt for value in the Units and REIT Convertible Securities during the period commencing six months prior to 23 December 2025, being the Offer Announcement Date, and ending on the Latest Practicable Date.

5.11 Intentions of the Directors in respect of their Units

The Directors who have a beneficial interest in the Units, namely Mr. Bhavik Umesh Doshi, Mr. Saha Anshuman Manabendranath, Mr. Lim Hock Chuan, Mr. Jan Frederic Moermann and Mr. Havard Chi Cher Pan, intend, as at the Latest Practicable Date, to reject the Offer in respect of their Units.

6. ARRANGEMENTS AFFECTING DIRECTORS

6.1 Directors' Service Contracts

There are no service contracts between any Director or proposed Director with the Manager or any of AI-REIT's subsidiaries with more than 12 months to run and which cannot be terminated by the employing company within the next 12 months without paying any compensation.

In addition, there are no such service contracts entered into or amended between any Director or proposed Director with the Manager or any of AI-REIT's subsidiaries during the period between the start of six months prior to 23 December 2025, being the Offer Announcement Date, and the Latest Practicable Date.

6.2 No Payment or Benefit to Directors

There is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any Director or to any director of any other corporation which is, by virtue of Section 6 of the Companies Act, deemed to be related to the AI-REIT Manager as compensation for loss of office or otherwise in connection with the Offer as at the Latest Practicable Date.

6.3 No Agreement Conditional upon Outcome of Offer

There are no agreements or arrangements made between any Director and any other person in connection with or conditional upon the outcome of the Offer as at the Latest Practicable Date.

6.4 Material Contracts entered into by Offeror

There are no material contracts entered into by the Offeror in which any Director has a material personal interest, whether direct or indirect as at the Latest Practicable Date.

7. FINANCIAL INFORMATION ON THE AI-REIT GROUP

7.1 Consolidated Statement of Total Return

Set out below is certain financial information extracted from the audited consolidated financial statements of the AI-REIT Group for FY2022, FY2023 and FY2024 respectively and the 9M FY2025 Financial Statements.

The financial information for FY2022, FY2023 and FY2024 should be read in conjunction with the audited consolidated financial statements of the AI-REIT Group and the accompanying notes as set out in the Annual Reports for FY2022, FY2023 and FY2024 respectively, and the financial information for 9M FY2025 should be read in conjunction with the 9M FY2025 Financial Statements and the accompanying notes as set out in the 9M FY2025 Financial Statements.

The audited consolidated financial statements for the AI-REIT Group for FY2024 and the 9M FY2025 Financial Statements are set out in Appendices V and VI to this Circular respectively.

	9M FY2025 (unaudited) S\$'000	FY2024 S\$'000	FY2023 S\$'000	FY2022 S\$'000
Gross revenue	89,260	113,308	111,875	94,907
Property expenses	(38,852)	(55,856)	(56,901)	(41,624)
Net property income	50,408	57,452	54,974	53,283
Finance income	118	1487	155	85
Finance costs	(13,078)	(17,862)	(13,382)	(14,459)
Finance costs relating to lease liabilities	(2,444)	(3,241)	(3,231)	(3,219)
Net finance costs	(15,404)	(20,955)	(16,458)	(17,593)
Manager's fees	(3,806)	(4,749)	(4,557)	(4,438)
Trustee's fees	(284)	(379)	(364)	(355)
Donation	(1)	(1)	(1)	(5)
Other trust expenses	(2,369)	(7,768)	(5,680)	(1,331)
	(6,460)	(12,897)	(10,602)	(6,129)
Net income	28,544	23,600	27,914	29,561
Net change in fair value of financial derivatives	(1,294)	(2,306)	(5,724)	8,903
Net change in fair value of investment properties	(6,835)	(9,339)	(3,562)	14,304
Total return for the year before taxation and distribution	20,415	11,955	18,628	52,768
Tax expense	(342)	(584)	(556)	*
Total return for the year after taxation and before distribution	20,073	11,371	18,072	52,768

	9M FY2025 (unaudited) S\$'000	FY2024 S\$'000	FY2023 S\$'000	FY2022 S\$'000
Earnings per Unit (cents)				
Basic and diluted	1.78	1.01	1.64	4.87
Distribution per Unit (cents)	1.70	2.86	2.76	3.05
* Less than S\$1,000				

7.2 Statements of Assets and Liabilities of AI-REIT Group

Set out below is the AI-REIT Group's statement of financial position as at (a) 31 December 2024 and (b) 30 September 2025. The selected consolidated financial data in the table below are extracted from, and should be read in conjunction with, the audited consolidated financial statements of the AI-REIT Group for FY2024 as well as the 9M FY2025 Financial Statements, including the notes thereto.

	AI-REIT Group	
	Unaudited as at 30 September 2025 S\$'000	Audited as at 31 December 2024 S\$'000
Non-current assets		
Investment properties	990,979	992,929
Other assets	9	-
Total non-current assets	990,988	992,929
Current assets		
Trade and other receivables	12,105	12,459
Derivative assets	-	707
Cash and cash equivalents	19,279	18,482
Total current assets	31,384	31,648
Total assets	1,022,372	1,024,577
Current liabilities		
Trade and other payables	23,471	18,577
Tax payable	342	584
Borrowings	82,853	8,000
Derivatives liabilities	262	117
Lease liabilities	2,073	1,963
Total current liabilities	109,001	29,241

	AI-REIT Group	
	Unaudited as at 30 September 2025 S\$'000	Audited as at 31 December 2024 S\$'000
Non-current liabilities		
Trade and other payables	16,580	14,088
Borrowings	272,097	340,994
Derivative liabilities	796	288
Lease liabilities	75,152	75,066
Total non-current liabilities	364,625	430,436
Total liabilities	473,626	459,677
Net assets	548,746	564,900
Represented by:		
Unitholders' funds	548,746	564,900
Units issued ('000)	1,125,055	1,125,055
Net asset value per Unit (\$)	0.49	0.50

Copies of the Annual Reports for FY2022, FY2023 and FY2024 and the 9M FY2025 Financial Statements are available for inspection at the registered office of the Manager at 105 Cecil Street, #10-01 The Octagon, Singapore 069534, during normal business hours for the period which the Offer remains open for acceptance.

8. MATERIAL CHANGES IN FINANCIAL POSITION

Save as disclosed in the 9M FY2025 Financial Statements as announced on 22 October 2025, the Valuation Announcement and any other information on the AI-REIT Group which is publicly available (including without limitation, the announcements released by the AI-REIT Group on the SGX-ST), there have been no material changes to the financial position of AI-REIT since 31 December 2024, being the date of the last audited accounts of AI-REIT laid before the Unitholders at the annual general meeting.

9. ACCOUNTING POLICIES

The significant accounting policies of AI-REIT Group which are disclosed in Note 3 of the audited consolidated financial statements of the AI-REIT Group for FY2024 are reproduced in Appendix V to this Circular.

There are no changes in the accounting policy of AI-REIT Group which will cause the figures disclosed in paragraph 7 of this Appendix III to not be comparable to a material extent.

10. MATERIAL CONTRACTS

Save as disclosed in the Annual Reports and any other information on the AI-REIT Group which is publicly available (including without limitation, the announcements released by the AI-REIT Group on the SGX-ST), none of the AI-REIT Group Entities has entered into any material contracts with interested persons (other than those entered into in the ordinary course of business) during the period beginning three years before 23 December 2025, being the Offer Announcement Date, and ending on the Latest Practicable Date.

11. MATERIAL LITIGATION

In connection with the tenant matters involving GDMC Pte. Ltd. and Kleio One-Solution Pte. Ltd., which have been previously disclosed in the Prior Manager's announcements dated 17 November 2023, 19 December 2023, 28 December 2023, 29 February 2024, 5 April 2024, 19 April 2024, 21 May 2024, 6 June 2024, 11 June 2024, 14 June 2024, 23 July 2024 (press release and results presentation), 27 August 2024 and 11 September 2024 and periodic disclosures in interim business updates, certain legal proceedings are ongoing.

Based on legal advice received and taking into account the steps taken by the Manager to mitigate the impact of such matters (including securing new tenants), the Manager does not expect such proceedings to have any material adverse effect on the financial position, distributions or operations of the REIT.

Other than the tenant matters disclosed above, none of the AI-REIT Group Entities is engaged in any material litigation or arbitration proceedings as plaintiff or defendant, which might materially and adversely affect the financial position of the AI-REIT Group as a whole. The Directors are not aware of any litigation, claim, arbitration or other proceedings pending or threatened against any of the AI-REIT Group Entities or of any facts likely to give rise to any such proceedings which might materially or adversely affect the financial position of the AI-REIT Group taken as a whole.

12. VALUATION ON SUBJECT PROPERTIES

12.1 Valuation

The Manager had carried out independent valuations of the Subject Properties as at 31 December 2025, for the purposes of the unaudited consolidated financial statements of AI-REIT Group for the financial year ended 31 December 2025. For the avoidance of doubt, the valuation was undertaken as part of AI-REIT's half-yearly valuation exercise for corporate reporting purposes and not specifically for the purposes of the Offer.

Based on the valuation by the Independent Valuers of the Subject Properties:

Date of Valuation	Name of Valuer	Description of Subject Properties	Tenure	Valuation by the Independent Valuers as at 31 December 2025 in (S\$'000)
31 December 2025	CBRE	151 Lorong Chuan	45 years from 2010	384,300
31 December 2025	CBRE	8 Commonwealth Lane	30+23 years from 2006	55,900
31 December 2025	CBRE	15 Jalan Kilang Barat	99 years from 1962	22,200
31 December 2025	CBRE	1 Tuas Avenue 4	30+21 years 4 months from 1996	23,900
31 December 2025	JLL	23 Serangoon North Avenue 5	30+20 years 15 days from 2006	43,400

Date of Valuation	Name of Valuer	Description of Subject Properties	Tenure	Valuation by the Independent Valuers as at 31 December 2025 in (S\$'000)
31 December 2025	JLL	508 Chai Chee Lane	30+29 years from 2001	72,000
31 December 2025	JLL	33, 33A & 35 Penjuru Lane	31 years from 2018	40,200
31 December 2025	JLL	18 Gul Drive	20 years from 2018	19,000
31 December 2025	JLL	34 Penjuru Lane	30 years from 2002	26,500
31 December 2025	CBRE	51 Penjuru Road	30+30 years from 1995	31,500
31 December 2025	JLL	26 Loyang Drive	30+18 years from 2006	28,000
31 December 2025	JLL	3A Joo Koon Circle	30 years from 2017	40,000
31 December 2025	JLL	2 Toh Tuck Link	30+30 years from 1996	30,400
31 December 2025	CBRE	10 Changi South Street 2	27 years from 2024	46,900
31 December 2025	JLL	123 Genting Lane	60 years from 1981	18,000
31 December 2025	CBRE	30 & 32 Tuas Avenue 8	30+30 years from 1996	28,900
31 December 2025	JLL	39 Ubi Road 1	30 years from 2022	20,000
31 December 2025	CBRE	21 Joo Koon Crescent	30 years from 2024	17,800
			TOTAL	948,900

The carrying amounts of the Subject Properties as at 31 December 2025 were based on independent valuations undertaken by the Independent Valuers. The Independent Valuers have appropriate professional qualifications and recent experience in the location and category of the properties being valued. The valuations were based on a combination of the discounted cash flow method, capitalisation approach and / or direct comparison method (as the case may be).

Please refer to Appendix VII to this Circular for copies of the Valuation Summary Letters.

12.2 Potential Tax Liability

Under Rule 26.3 of the Code, the Manager is required, amongst other matters, to make an assessment of any potential tax liability which would arise if the Subject Properties were to be sold at the amount of the valuation.

AI-REIT holds all its properties for long term investment purposes to derive rental and property-related income. As the Subject Properties were acquired and held to-date for long-term investment purposes, the Manager is of the view that the gain on any hypothetical disposal of the Subject Properties is capital in nature and not subject to Singapore corporate income tax. Accordingly, the potential tax liabilities arising from a hypothetical sale of the Subject Properties on an “as is” basis by AI-REIT are therefore zero.

Unitholders should note that any actual tax liabilities that may arise with the hypothetical disposal of the Subject Properties will be dependent on a number of factors, including but not limited to (i) the value of the relevant Subject Property, (ii) the tax laws, regulations and interpretations or practice thereof applicable at the time of the disposal, and (iii) the holding period of the interests in the Subject Properties that are subject to the disposal.

13. STATEMENTS OF PROSPECTS

Further information on statements of prospects is set out in Appendix VIII of this Circular.

14. GENERAL

14.1 Costs and Expenses

All expenses and costs incurred by the Manager in relation to the Offer will be borne by AI-REIT.

14.2 Transfer Restrictions

There is no restriction in the Trust Deed on the right to transfer any Units, which has the effect of requiring holders of the Offer Units, before transferring them, to offer them for purchase to Unitholders or to any other person.

14.3 Consent of the IFA

The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name, the IFA Letter set out in Appendix I and the IFA's report in relation to the Statements of Prospects, as set out in Appendix X to this Circular, and all references to the subject-matter of the foregoing in the form and context in which they appear in this Circular.

14.4 Consent of the Independent Valuers

Each of the Independent Valuers has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name and the Valuation Summary Letters, as set out in Appendix VII to this Circular, and all references to the subject-matter of the foregoing in the form and context in which they appear in this Circular.

14.5 Consent of the Independent Auditor

The Independent Auditor has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name and the letter from the Independent Auditor of AI-REIT in relation to the Statements of Prospects, as set out in Appendix IX to this Circular, and all references to the subject-matter of the foregoing in the form and context in which they appear in this Circular.

15 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager at 105 Cecil Street, #10-01 The Octagon, Singapore 069534, during normal business hours for the period which the Offer remains open for acceptance:

- a) the Trust Deed;
- b) the Annual Reports for FY2022, FY2023 and FY2024;
- c) the 9M FY2025 Financial Statements;
- d) the IFA Letter;
- e) the letters of consent referred to in paragraphs 14.3, 14.4 and 14.5 above;
- f) the Valuation Summary Letters;
- g) the Valuation Reports; and
- h) the reports in relation to the Statements of Prospects, as set out in Appendix IX and Appendix X to this Circular.

APPENDIX IV

RELEVANT PROVISIONS OF THE TRUST DEED

The rights of Unitholders in respect of capital, distribution and voting as extracted and reproduced from the Trust Deed are set out below.

All capitalised terms used in the following extracts shall have the same meanings given to them in the Trust Deed, a copy of which will be available for inspection at the office of the Manager at 105 Cecil Street, #10-01 The Octagon, Singapore 069534, during normal business hours for the period which the Offer remains open for acceptance.

1. The rights of Unitholders in respect of capital

"2. Provisions as to Units, Holders and Statements of Holdings

2.1 No Certificates

2.1.1 No certificate shall be issued to Holders by either the Manager or the Trustee in respect of Units (whether Listed or Unlisted) issued to Holders. For so long as the Trust is Listed on the SGX-ST, the Manager shall, pursuant to the Depository Services Agreement, appoint the Depository as the Unit depository for the Trust, and all Units issued will be deposited with the Depository and represented by entries in the Register in the name of the Depository as the registered Holder thereof.

2.1.2 For so long as the Trust is Listed on the SGX-ST, the Manager or the agent appointed by the Manager shall issue to the Depository not more than 10 Business Days after the issue of Units a confirmation note confirming the date of issue and the number of Units so issued and, if applicable, also stating that the Units are issued under a moratorium and the expiry date of such moratorium. For the purposes of this Deed, such confirmation note shall be deemed to be a certificate evidencing title to the Units issued.

2.2 Form of Statements of Holdings

*2.2.1 In the event the Trust is or becomes Unlisted, the Manager or the agent appointed by the Manager shall issue to each Holder not more than one month after the allotment of Units to such Holder a confirmation note confirming such allotment. The Manager or its agent shall, for so long as the Trust is Unlisted, issue to each Holder on a calendar quarterly basis (or such other period as may be agreed between the Manager and the Trustee) a statement of holdings (the "**Statement of Holdings**"). A Statement of Holdings shall be dated and shall specify the number of Units held by each Holder in respect of the preceding quarter (or such other relevant period) and the transactions in respect of such Units and shall be in such form as may from time to time be agreed between the Manager and the Trustee.*

2.2.2 For so long as the Trust is Listed and Units are registered in the name of the Depository, the Depository shall issue to each Depositor such contract statements, confirmation notes, statements of accounts balances and statements of transactions and accounts balances, and at such intervals, as may be provided for in the Depository's terms and conditions for operation of Securities Accounts.

2.3 Sub-division and Consolidation of Units

The Manager may at any time, with the approval of the Trustee and on prior written notice, given by the Manager to each Holder or (as the case may be) to each Depositor by the Manager or the Trustee delivering such notice in writing to the Depository (for onward delivery to the Depositors), determine that each Unit shall be sub-divided into two or more Units or consolidated with one or more other Units and the Holders shall be bound accordingly. The Register shall be altered accordingly to reflect the new number of Units held by each Holder as

a result of such sub-division or consolidation and, where applicable, the Trustee shall cause the Depository to alter the Depository Register accordingly in respect of each Depositor's Securities Account to reflect the new number of Units held by each Depositor as a result of such sub-division or consolidation.

2.4 Terms and Conditions of Trust Deed and Supplemental Deeds to Bind Holders

The terms and conditions of this Deed and of any supplemental deed (including any amending and restating deed) shall be binding on each Holder and all persons claiming through him as if he had been party thereto and as if this Deed and any supplemental deed (including any amending and restating deed) contained covenants on the part of each Holder to observe and be bound by all the provisions hereof and an authorisation by each Holder to do all such acts and things as this Deed and of any supplemental deed (including any amending and restating deed) may require the Trustee or (as the case may be) the Manager to do.

2.5 Availability of Trust Deed and Supplemental Deeds

A copy of this Deed and of any supplemental deed (including any amending and restating deed) for the time being in force shall be made available for inspection at the registered office of the Manager at all times during usual Business Hours and shall be supplied by the Manager to any person on application at a charge not exceeding S\$10 per copy document.

2.6 Units to be Held Free from Equities

A Holder entered in the Register as the registered holder of Units or (as the case may be) a Depositor whose name is entered in the Depository Register in respect of Units registered to him, shall be the only person recognised by the Trustee or by the Manager as having any right, title or interest in or to the Units registered in his name and the Trustee and the Manager may recognise such Holder or (as the case may be) such Depositor as absolute owner thereof and shall not be bound by any notice to the contrary or to take notice of or to see to the execution of any trust, express, implied or constructive, save as herein expressly provided or save as required by some court of competent jurisdiction to recognise any trust or equity or other interest affecting the title to any Units. Save as provided in this Deed, no notice of any trust, express, implied or constructive, shall be entered on the Register or the Depository Register.

2.7 Variation of Rights

Whenever the capital of the Trust is divided into different classes of Units, subject to the provisions of the Relevant Laws, Regulations and Guidelines, preference capital, other than redeemable preference capital, may be repaid and the special rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued Units of the class or with the sanction of an Extraordinary Resolution at a separate meeting of holders of the Units of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Trust is a going concern or during or in contemplation of a winding-up. To every such meeting of Holders, all the provisions of this Deed relating to meetings of Holders (including, but not limited to the provisions of Schedule 1) shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the issued Units of the class and that any holder of Units of the class present in person or by proxy shall on a poll have one vote for every Unit of the class held by him, PROVIDED ALWAYS that where the necessary majority for such an Extraordinary Resolution is not obtained at such meeting of Holders, consent in writing if obtained from the holders of three-quarters of the issued Units of the class concerned within two months of such meeting of Holders shall be as valid and effectual as an Extraordinary Resolution at such meeting of Holders. This Clause 2.7 shall apply to the variation or abrogation of the special rights attached to some only of the Units of any class as if each group of Units of the class differently treated formed a separate class the special rights whereof are to be varied.

2.8 Rights of Manager in Respect of Units Not Registered

For so long as the Trust is Unlisted, the Manager shall be treated for all the purposes of this Deed as the Holder of each Unit during such times as there shall be no other person registered or entitled to be registered as the Holder and any such Unit shall be deemed to be in issue. Nothing herein contained shall prevent the Manager from becoming registered as the Holder of Units.

2.9 Restrictions

The Holders shall not give any directions to the Manager or the Trustee (whether at a meeting of Holders convened pursuant to Clause 30 or otherwise) if it would require the Manager or Trustee to do or omit from doing anything which may result in:

2.9.1 *the Trust ceasing to comply with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange for so long as the Trust is Listed and such other Relevant Laws, Regulations and Guidelines; or*

2.9.2 *the exercise of any discretion expressly conferred on the Trustee or the Manager by this Deed or the determination of any matter which under this Deed requires the agreement of either or both of the Trustee and the Manager; PROVIDED THAT nothing in this Clause 2.9.2 shall limit the right of a Holder to require the due administration of the Trust in accordance with this Deed.*

3. Registration of Holders

3.1 Register of Holders

An up-to-date Register shall be kept in Singapore by the Trustee or the Registrar in such manner as may be required by any Relevant Laws, Regulations and Guidelines. The Register shall be maintained at all times whether the Trust is Listed or Unlisted. For so long as the Trust is Listed, the Trustee or the Registrar shall record the Depository as the registered holder of all Units in issue in the Register. In the event the Trust is Unlisted, the Trustee or the Registrar shall record each Holder as the registered holder of Units held by such Holder. There shall be entered in the Register, in respect of each Holder or person who has ceased to be a Holder, the following information as soon as practicable after the Trustee or the Registrar receives the following relevant information:

3.1.1 *the names and addresses of the Holders (and in the case where the registered Holder is the Depository, the name and address of the Depository);*

3.1.2 *the number of Units held by each Holder;*

3.1.3 *the date on which every such person entered in respect of the Units standing in his name became a Holder and where he became a Holder by virtue of an instrument of transfer a sufficient reference to enable the name and address of the transferor to be identified;*

3.1.4 *the date on which any transfer is registered and the name and address of the transferee; and*

3.1.5 *where applicable, the date on which a Holder ceases or ceased to be a Holder of Units.*

Units may be issued to Joint Holders with no limit as to the number of persons who may be registered as Joint Holders.

3.2 Unlisted Units

For so long as the Trust is Unlisted, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Holder and, in the event of

any discrepancy between the entries in the Register and the details appearing on any Statement of Holdings, the entries in the Register shall prevail unless the Holder proves, to the satisfaction of the Manager and the Trustee, that the Register is incorrect.

3.3 Listed Units

For so long as the Trust is Listed, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by the Depository and, in the event of any discrepancy between the entries in the Register and the confirmation notes issued by the Manager to the Depository under Clause 2.1, the entries in the Register shall prevail unless the Manager, the Trustee and the Depository mutually agree that the Register is incorrect. For so long as the Trust is Listed, the Manager shall have entered into the Depository Services Agreement for the Depository to maintain a record in the Depository Register of the Depositors having Units credited into their respective Securities Accounts and to record in the Depository Register the information referred to in Clause 3.1.1 to 3.1.5 in relation to each Depositor. Each Depositor named in the Depository Register shall, for such period as the Units are entered against his name in the Depository Register, be deemed to be the owner in respect of the number of Units entered against such Depositor's name in the Depository Register, and the Manager and the Trustee shall be entitled to rely on any and all such information in the Depository Register kept by the Depository. Subject to the terms of the Depository Services Agreement, two or more persons may be registered as Joint Depositors of Units. The entries in the Depository Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Depositor and, in the event of any discrepancy between the entries in the Depository Register and the details appearing in any contract statements, confirmation notes, statements of account balances and statements of transactions and accounts balances issued by the Depository, the entries in the Depository Register shall prevail unless the Depositor proves, to the satisfaction of the Manager, the Trustee and the Depository, that the Depository Register is incorrect.

3.4 Change of Name or Address

For so long as the Trust is Unlisted, any change of name or address on the part of any Holder shall forthwith be notified to the Manager in writing or in such other manner as the Manager may approve. If the Manager is satisfied with the change in name or address and that all formalities as may be required by the Manager have been complied with, the Manager shall notify the Trustee of the same and the Trustee shall alter or cause to be altered the Register accordingly.

3.5 Inspection of Register

3.5.1 *The Trustee shall give the Manager and its representatives, or procure that the Manager and its representatives are given, access to the Register and all subsidiary documents and records relating thereto at all reasonable times during Business Hours and allow them to, or procure that they are allowed to, inspect and to take copies of the same with or without notice and without charge but neither the Manager nor its representatives shall be entitled to remove the same (save in the case where the Manager is required to produce the Register to a court of competent jurisdiction or otherwise as required by law) or to make any entries therein or alterations thereto. Except when the Register is closed in accordance with Clause 3.6, the Register shall during Business Hours (subject to such reasonable restrictions as the Trustee may impose but so that not less than two hours in each Business Day shall be allowed for inspection) be open to the inspection of any Holder without charge PROVIDED THAT if the Register is kept on magnetic tape or in accordance with some other mechanical or electrical system the provisions of this Clause 3.5 may be satisfied by the production of legible evidence of the contents of the Register.*

3.5.2 *If the Trustee is removed or retires in accordance with the provisions of Clause 23, the Trustee shall deliver to the Manager the Register and all subsidiary documents and*

records relating thereto in its possession. Thereafter, the Trustee shall not retain any copies of the aforesaid documents and records unless required by law.

3.6 Closure of Register

Subject to the Relevant Laws, Regulations and Guidelines, the Register may be closed at such times and for such periods as the Trustee may from time to time determine, PROVIDED THAT it shall not be closed for more than 30 days in any one Year.

3.7 Transfer of Units

3.7.1 *For so long as the Trust is Listed on the SGX-ST, transfers of Units between Depositors shall be effected electronically through the Depository making an appropriate entry in the Depository Register in respect of the Units that have been transferred in accordance with the Depository Requirements and the provisions of Clauses 3.7.2 to 3.7.6 shall not apply. The Manager shall be entitled to appoint the Depository to facilitate transactions of Units within the Depository and maintain records of Units of Depositors credited into Securities Accounts and to pay out of the Deposited Property all fees, costs and expenses of the Depository arising out of or in connection with such services to be provided by the Depository. Any transfer or dealing in Units on the SGX-ST between a Depositor and another person shall be transacted at a price agreed between the parties and settled in accordance with the Depository Requirements. The broker or other financial intermediary effecting any transfer or dealing in Units on the SGX-ST shall be deemed to be the agent duly authorised by any such Depositor or person on whose behalf the broker or intermediary is acting. In any case of transfer, all charges in relation to such transfer as may be imposed by the Manager and/or the Depository shall be borne by the Depositor who is the transferor. There are no restrictions as to the number of Units (whether Listed or Unlisted) which may be transferred by a transferor to a transferee. For so long as the Trust is Listed, in the case of a transfer of Units from a Securities Account into another Securities Account, the instrument of transfer (if applicable) shall be in such form as provided by the Depository and the transferor shall be deemed to remain the Depositor of the Units transferred until the relevant Units have been credited into the Securities Account of the transferee or transferred out of a Securities Account and registered in the Depository Register. If the Units are Listed on any other Recognised Stock Exchange, the transfer of Units shall be in accordance with the requirements of the relevant Recognised Stock Exchange. No transfer or purported transfer of a Listed Unit other than a transfer made in accordance with this Clause 3.7.1 shall entitle the transferee to be registered in respect thereof.*

3.7.2 *For so long as the Trust is Unlisted, every Holder, Joint-All Holder (with the concurrence of all the other Joint-All Holders) and Joint-Alternate Holder shall be entitled to transfer all or any of the Units held by him as follows:*

- (i) a transfer of Units shall be effected by an instrument of transfer in writing in common form (or in such other form as the Manager and the Trustee may from time to time approve). The instrument of transfer need not be a deed;*
- (ii) every instrument of transfer relating to Units must be signed by the transferor and the transferee and subject to the provisions of Clauses 3.7 to 3.13, the transferor shall be deemed to remain the Holder of the Units transferred until the name of the transferee is entered in the Register in respect thereof;*
- (iii) all charges in relation to such transfer as may be imposed by the Trustee shall be borne by the Holder who is the transferor; and*

- (iv) *there are no restrictions as to the number of Units which may be transferred by a transferor to a transferee.*

3.7.3 *Every instrument of transfer must be duly stamped (if required by law) and left with the Manager for registration accompanied by any necessary declarations or other documents that may be required in consequence of any Relevant Laws, Regulations and Guidelines for the time being in force and by such evidence as the Manager may require to prove the title of the transferor or his right to transfer the Units.*

3.7.4 *For so long as the Trust is Unlisted, the Manager shall notify the Trustee of the date of each transfer effected in respect of Units and the name and address of the transferee and the Trustee shall alter or cause to be altered the Register accordingly.*

3.7.5 *For so long as the Trust is Unlisted, all instruments of transfer which shall be registered in respect of Units shall be forwarded by the Manager to, and retained by, the Trustee.*

3.7.6 *For so long as the Trust is Unlisted, a fee not exceeding S\$10 (or such other amount as the Manager and the Trustee may from time to time agree), which excludes any stamp duty or other governmental taxes or charges payable, may be charged by the Trustee for the registration of any transfer by an instrument of transfer of Units. Such fee must, if required by the Trustee, be paid before the registration of any transfer.*

3.7.7 *No transfer or purported transfer of a Unit other than a transfer made in accordance with this Clause 3 shall entitle the transferee to be registered in respect thereof; neither shall any notice of such transfer or purported transfer (other than as aforesaid) be entered upon the Register or the Depository Register.*

3.8 Death of Holders

The executors or administrators of a deceased Holder of Units (not being a Joint Holder) shall be the only persons recognised by the Trustee and the Manager as having title to the Units. In case of the death of any one of the Joint Holders of Units and subject to any Relevant Laws, Regulations and Guidelines, the survivor or survivors, upon producing such evidence of death as the Manager and the Trustee may require, shall be the only person or persons recognised by the Trustee and the Manager as having any title to or interest in the Units, PROVIDED THAT where the sole survivor is a Minor, the Manager or the Trustee shall act only on the requests, applications or instructions of the surviving Minor after he attains the age of 18 years and shall not be obligated to act on the requests, applications or instructions of the heirs, executors or administrators of the deceased Joint Holder, and shall not be liable for any claims or demands whatsoever by the heirs, executors or administrators of the deceased Joint Holder, the Minor Joint Holder or the Minor Joint Holder's legal guardian in omitting to act on any request, application or instruction given by any of them (in the case of the Minor, before he attains the age of 18 years).

3.9 Body Corporate

A body corporate may be registered as a Holder or as one of the Joint Holders of Units. The successor in title of any corporate Holder which loses its legal entity by reason of a merger or amalgamation shall, subject to Clause 3.13, be the only person recognised by the Trustee and the Manager as having title to the Units of such corporate Holder. The registration of a body corporate as a Depositor or as one of two or more Joint Depositors of Units shall be in accordance with the Depository's terms and conditions for the operation of Securities Accounts. The successor in title of any corporate Depositor resulting from a merger or amalgamation shall, upon producing such evidence as may be required by the Manager and the Trustee of such succession, be the only person recognised by the Trustee and the Manager as having title to the Units.

3.10 Minors

A Minor shall not be registered as a sole Holder or as one of the Joint-Alternate Holders of Units but may be registered as one of the Joint-All Holders of Units, PROVIDED THAT at least one of the Joint-All Holders is a person who has attained the age of 18 years. In the event that one of the Joint-All Holders is a Minor, the Manager and the Trustee need only act on the instructions given by the other Joint-All Holder or Joint-All Holders who has or have attained the age of 18 years.

3.11 Transmission

3.11.1 *Any person becoming entitled to a Unit in consequence of the death or bankruptcy of any sole Holder or being the survivor of Joint Holders may (subject as hereinafter provided), upon producing such evidence as to his title as the Trustee and the Manager shall think sufficient, either be registered himself as Holder of such Unit upon giving to the Manager notice in writing of his desire or transfer such Unit to some other person. The Manager shall notify the Trustee upon the receipt by it of any such notice and the Trustee shall alter or cause to be altered the Register accordingly. All the limitations, restrictions and provisions of this Deed relating to transfers shall be applicable to any such notice or transfer as if the death or bankruptcy had not occurred and such notice or transfer were a transfer executed by the Holder.*

3.11.2 *Any person becoming entitled to a Unit in consequence of death or bankruptcy as aforesaid may give a discharge for all moneys payable in respect of the Unit but he shall not be entitled in respect thereof to receive notices of or to attend or vote at any meeting of Holders until he shall have been registered as the Holder of such Unit in the Register or (as the case may be) the Depositor of such Unit in the Depository Register.*

3.11.3 *The Manager may retain any moneys payable in respect of any Unit of which any person is, under the provisions as to the transmission of Units hereinbefore contained, entitled to be registered as the Holder of or to transfer, until such person shall be registered as the Holder of such Units or shall duly transfer the same.*

3.12 Payment of Fee

In respect of the registration of any probate, letter of administration, power of attorney, marriage or death certificate, stop notice, order of the court, deed poll or any other document relating to or affecting the title to any Unit, the Trustee may require from the person applying for such registration a fee of S\$10 (or such other amount as the Trustee and the Manager may from time to time agree) together with a sum sufficient in the opinion of the Trustee to cover any stamp duty or other governmental taxes or charges that may be payable in connection with such registration.

3.13 Removal from Register

For so long as the Trust is Unlisted, upon the registration of a transfer in favour of the Manager, the name of the Holder shall be removed from the Register in respect of such Units but the name of the Manager need not be entered in the Register as the Holder of such Units. Such removal shall not be treated for any purposes of this Deed as a cancellation of the Units or as withdrawing the same from issue.

3.14 Registrar

The Trustee may, with the approval of the Manager, at any time or from time to time appoint an agent on its behalf to keep and maintain the Register. The fees and expenses of the Registrar (as

may be agreed from time to time between the Manager, the Trustee and the Registrar) shall be payable out of the Deposited Property of the Trust.

4. Constitution of the Trust

4.2 Declaration of Trust

The Trustee shall stand possessed of the Deposited Property for the time being held by the Trustee pursuant hereto on trust for the benefit of the Holders pari passu, each of whom has an undivided interest in the Deposited Property as a whole subject to the Liabilities and subject to the provisions of this Deed, and any moneys forming part of the Deposited Property shall from time to time be invested at the direction of the Manager in accordance with the provisions herein contained, and so that no Unit shall confer on any Holder or person claiming under or through him any interest or share in any particular part of the Deposited Property.

4.3 Interest of Holder

4.3.1 Subject to this Deed:

- (i) a Holder has no equitable or proprietary interest in the Deposited Property and is not entitled to the transfer to it of the Deposited Property or any part of the Deposited Property or of any estate or interest in the Deposited Property or in any part of the Deposited Property;*
- (ii) the right of a Holder in the Deposited Property and under this Deed is limited to the right to require the due administration of the Trust in accordance with this Deed including, without limitation, by suit against the Trustee or the Manager; and*
- (iii) without limiting the generality of the foregoing, each Holder acknowledges and agrees that:*
 - (a) he will not commence or pursue any action against the Trustee or the Manager seeking an order for specific performance or for injunctive relief in respect of the Deposited Property or any part of the Deposited Property and hereby waives any rights he may otherwise have to such relief;*
 - (b) if the Trustee or the Manager breaches or threatens to breach its duties or obligations to a Holder under this Deed, that Holder's recourse against the Trustee or the Manager is limited to a right to recover damages or compensation from the Trustee or the Manager in a court of competent jurisdiction; and*
 - (c) damages or compensation is an adequate remedy for such breach or threatened breach.*

4.3.2 A Holder may not:

- (i) interfere or seek to interfere with the rights, powers, authority or discretion of the Manager or the Trustee;*
- (ii) exercise any right in respect of the Deposited Property or any part of the Deposited Property or lodge any caveat or other notice affecting the Deposited Property or any part of the Deposited Property; or*
- (iii) require that any Authorised Investment forming part of the Deposited Property be transferred to the Holder.*

4.3.3 *In no event shall a Holder have or acquire any rights against the Trustee or the Manager or either of them except as expressly conferred on the Holder hereby nor shall the Trustee be bound to make any payment to any Holder except out of the funds held by it for that purpose under provisions of this Deed.*

4.3.4 *A Holder shall not be liable to the Manager or the Trustee to make any further payments to the Trust after it has fully paid the consideration to acquire its Units and no further liability shall be imposed on such Holder in respect of its Units.*

5. Issue of Units

5.1 General

5.1.1 *Subject to the provisions of this Deed, the Manager shall have the exclusive right to effect for the account of the Trust the issue of Units (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue or any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) and any Units may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Manager may think fit PROVIDED THAT, in connection with the initial Listing of the Trust on the SGX-ST, the Manager shall not be bound to accept an application for Units so as to give rise to a holding of fewer than 100 Units (or such other number of Units as may be determined by the Manager) and for so long as the Trust is Listed, the Manager shall comply with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange or any other Relevant Laws, Regulations and Guidelines when issuing Units. No fractions of a Unit shall be issued (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue, any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) and in issuing such number of Units as corresponding to the relevant subscription proceeds (if any), the Manager shall, in respect of each Holder's entitlement to Units, truncate but not round off to the nearest whole Unit and any balance arising from such truncation shall be retained as part of the Deposited Property. Issues of Units shall only be made on a Business Day unless and to the extent that the Manager, with the previous consent of the Trustee, otherwise prescribes. Issues of Units for cash shall be made at a price hereinafter prescribed.*

5.1.2 *The Manager may, by deed supplemental hereto with the Trustee issue Classes of Units under such terms and conditions as may be contained therein.*

5.1.3 *Preference Units may be issued subject to such limitation thereof as may be prescribed by the SGX-ST or any Recognised Stock Exchange upon which Units may be listed. Preference Holders shall have the same rights as ordinary Holders as regards receiving of notices, reports and balance sheets and attending meetings of Holders, and Preference Holders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Trust or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the distribution on the preference Units is more than six months in arrear.*

5.1.4 *The Manager has power to issue further preference capital ranking equally with, or in priority to, preference Units already issued.*

5.1.5 *The Trust may be Listed on the SGX-ST pursuant to Clause 9 and, if so Listed, the Units shall be traded on the SGX-ST and settled through the Depository. Units*

already in issue may be transferred or otherwise dealt with through Securities Accounts into which Units are credited in accordance with Clause 3.7.

5.1.6 *Subject to Clause 5.1.7, for so long as the Trust is Listed, the Manager may issue Units provided that the Manager complies with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines in determining the Issue Price, including the Issue Price for a rights issue on a pro-rata basis to all existing Holders, the Issue Price of a Unit issued other than by way of a rights issue offered on a pro-rata basis to all existing Holders and the Issue Price for any reinvestment of distribution arrangement. If the Issue Price determined by the Manager is at a discount to the Market Price, the discount shall not exceed such percentage as may, from time to time, be permitted under the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines.*

5.1.7 *Subject to any direction to the contrary that may be given by an Ordinary Resolution of a meeting of Holders or except as permitted under the Listing Rules, all new Units shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices of meetings of Holders in proportion, as far as the circumstances admit, to the number of the existing Units to which they are entitled. The offer shall be made by notice specifying the number of Units offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Units offered, the Manager may dispose of those Units in such manner as it thinks most beneficial to the Trust. The Manager may likewise so dispose of any new Units which (by reason of the ratio which the new Units bear to Units held by persons entitled to an offer of new Units) cannot, in the opinion of the Manager, be conveniently offered under this Clause 5.1.7.*

5.2 Issue Price of Units When the Trust is Unlisted and the Initial Offering Price

5.2.1 *Prior to the Listing Date, the Manager may issue Units at any time to any person at any issue price per Unit ("**Issue Price**") and on such terms and conditions as the Manager may determine in its absolute discretion.*

5.2.2 *The issue of Units for the purpose of an initial public offering of Units shall be at an Issue Price to be determined by the Manager, or within such range to be determined by the Manager, on or before the Listing Date for such Units, PROVIDED THAT the Manager may cede the right to make such determination to any underwriter, issue manager or placement agent engaged in connection with the initial public offering. The actual Issue Price shall be determined by the Manager and/or such underwriter, issue manager or placement agent following a book building process or through such other method of price determination as may be decided upon and agreed by the relevant persons. The manner of and amount payable and any applicable refund on an application for Units during the initial public offering will be stated in the relevant Prospectus. Any such offer of Units for the purpose of an initial public offering may remain open for a period as may be agreed between the Manager and the Trustee, subject to the prevailing laws, rules and regulations.*

5.2.3 *Subject to Clause 5.2.2, the Manager may extend a discount to the Issue Price under an initial public offering of Units to any applicant who successfully applies to purchase more than such number of Units (as determined by the Manager in its*

absolute discretion) in a single application, subject to compliance with the Listing Rules and any Relevant Laws, Regulations and Guidelines.

5.2.4 *The Manager may issue Units at the Issue Price determined in accordance with Clause 5.2.2 to the vendor of any Authorised Investments to be purchased by the Trust in conjunction with an initial public offering of Units, or to any person nominated by such vendor, in full or partial satisfaction of the consideration or any deferred purchase consideration payable by the Trust for such Authorised Investments.*

5.3 Issue Price of Units when the Trust is Listed

5.3.1 *Subject to Clauses 5.3.2 and 5.3.3 and to such laws, rules and regulations as may be applicable, for so long as the Trust is Listed, the Manager may issue Units on any Business Day at an Issue Price equal to the Market Price, without the prior approval of the Holders in a meeting of Holders. For this purpose "Market Price" shall mean:*

- (i) the volume weighted average price for a Unit (if applicable, of the same Class) for all trades on the SGX-ST, or such other Recognised Stock Exchange on which the Trust is Listed, in the ordinary course of trading on the SGX-ST or, as the case may be, such other Recognised Stock Exchange, for the period of 10 Business Days (or such other period as may be prescribed by the SGX-ST or the relevant Recognised Stock Exchange) immediately preceding the relevant Business Day; or*
- (ii) if the Manager believes that the calculation in Clause 5.3.1(i) does not provide a fair reflection of the market price of a Unit, an amount as determined by the Manager and the Trustee (after consultation with a Stockbroker approved by the Trustee), as being the fair market price of a Unit.*

5.3.2 *For so long as the Trust is Listed, the Manager may issue Units at an Issue Price other than calculated in accordance with Clause 5.3.1 without the prior approval of the Holders in a meeting of Holders provided that the Manager complies with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines in determining the Issue Price, including the Issue Price for a rights issue on a pro-rata basis to all existing Holders, the Issue Price of a Unit issued other than by way of a rights issue offered on a pro-rata basis to all existing Holders and the Issue Price for any reinvestment of distribution arrangement. If the Issue Price determined by the Manager is at a discount to the Market Price, the discount shall not exceed such percentage as may, from time to time, be permitted under the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines.*

5.3.3 *Where Units are issued as full or partial consideration for the acquisition of an Authorised Investment by the Trust in conjunction with an issue of Units to raise cash for the balance of the consideration for the said Authorised Investment (or part thereof) or to acquire other Authorised Investments in conjunction with the said Authorised Investment, the Manager shall have the discretion to determine that the Issue Price of a Unit so issued as full or partial consideration shall be the same as the Issue Price for the Units issued in conjunction with an issue of Units to raise cash for the aforesaid purposes.*

5.4 Issue Price of Units where the Units are Suspended or the Trust is Delisted

Where the Units and/or the Trust become Unlisted after the Listing Date, the Manager may issue Units at an Issue Price equal to the Current Unit Value on the date of the issue of the Unit plus, if so determined by the Manager, an amount equal to the Preliminary Charge and an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.5 Units Issued on Unpaid or Partly Paid Basis

5.5.1 *No Units shall be issued on an unpaid or partly paid basis, unless such issue is approved by an Extraordinary Resolution of a meeting of Holders duly convened and held in accordance with the provisions of Schedule 1. In the event such issue is approved, capital paid on Units in advance of calls shall not, while carrying interest, confer a right to participate in distributions.*

5.5.2 *In the event that the Manager issues Units on an unpaid or partly paid basis, the provisions of Clauses 5.5.3 and 5.5.4 shall apply.*

5.5.3 Calls on Units

- (i) The Manager may from time to time make calls upon the Holders in respect of any moneys unpaid on their Units but subject always to the terms of issue of such Units. A call may be made payable by instalments.*
- (ii) Each Holder shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Trust at the time or times and place so specified the amount called on his Units. The Joint Holders of a Unit shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Manager may determine.*
- (iii) If a sum called in respect of a Unit is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 10.0% per annum) as the Manager may determine but the Manager shall be at liberty in any case or cases to waive payment of such interest wholly or in part.*
- (iv) Any sum which by the terms of issue of a Unit becomes payable upon allotment or at any fixed date shall for all the purposes of this Deed be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of this Deed as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.*
- (v) The Manager may on the issue of Units differentiate between the holders as to the amount of calls to be paid and the times of payment.*
- (vi) The Manager may if it thinks fit receive from any Holder willing to advance the same, all or any part of the moneys uncalled and unpaid upon the Units held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the Units in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Trust may pay interest at such rate (not exceeding 8.0% per annum) as the Holder paying such sum and the Manager may agree. Capital paid on Units in advance of calls shall not, while carrying interest, confer a right to participate in profits.*

5.5.4 Forfeiture and Lien

- (i) If a Holder fails to pay in full any call or instalment of a call on the due date for payment thereof, the Manager may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Trust by reason of such non-payment.*
- (ii) The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the Units on which the call has been made will be liable to be forfeited.*
- (iii) If the requirements of any such notice as aforesaid are not complied with, any Unit in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by the Manager. Such forfeiture shall include all distributions declared in respect of the forfeited Unit and not actually paid before forfeiture.*
- (iv) A Unit so forfeited shall become the property of the Trust and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Manager shall think fit and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the Manager thinks fit. The Manager may, if necessary, authorise some person to transfer or effect the transfer of a forfeited Unit to any such other person as aforesaid.*
- (v) A Holder whose Units have been forfeited shall cease to be a holder in respect of the Units but shall notwithstanding the forfeiture remain liable to pay to the Trust all moneys which at the date of forfeiture were payable by him to the Trust in respect of the Units with interest thereon at 8.0% per annum (or such lower rate as the Manager may determine) from the date of forfeiture until payment and the Manager may at its absolute discretion enforce payment without any allowance for the value of the Units at that time of forfeiture or waive payment in whole or in part.*
- (vi) The Trust shall have a first and paramount lien on every Unit (not being a fully paid Unit) and distributions from time to time declared in respect of such Units provided that such lien shall be restricted to unpaid calls and instalments upon the specific Units in respect of which such moneys are due and unpaid, and to such amounts as the Trust may be called upon by law to pay in respect of the Units of the holder or deceased holder. The Manager may waive any lien which has arisen and may resolve that any Unit shall for some limited period be exempt wholly or partially from the provisions of this Clause.*
- (vii) The Trust may sell in such manner as the Manager thinks fit any Unit on which the Trust has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of 14 days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the Unit or the person entitled thereto by reason of his death or bankruptcy.*

- (viii) *The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debts or liabilities and any residue shall be paid to the person entitled to the Units at the time of the sale or to his executors, administrators or assigns, or as he may direct. For the purpose of giving effect to any such sale the Manager may authorise some person to transfer or effect the transfer of the Units sold to the purchaser.*
- (ix) *A statutory declaration in writing that the declarant is a director or secretary of the Manager and that a Unit has been duly forfeited or sold to satisfy a lien of the Trust on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Unit. Such declaration and the receipt of the Trust for the consideration (if any) given for the Unit on the sale, re-allotment or disposal thereof together (where the same be required) with the confirmation note delivered to a purchaser (or where the purchaser is a Depositor, to the Depository or its nominee (as the case may be)) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute good title to the Unit and the Unit shall be registered in the name of the person to whom the Unit is sold, re-allotted or disposed of or, where such person is a Depositor, the Manager shall procure that his name be entered in the Depository Register in respect of the Unit so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the Unit be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, sale, re-allotment or disposal of the Unit.*

5.6 Units Issued to Persons Resident Outside Singapore

If a Unit is to be issued to a person resident outside Singapore, the Manager shall be entitled to charge an additional amount to the Issue Price thereof which is equal to the excess of the expenses actually incurred over the amount of expenses which would have been incurred if such person had been resident in Singapore. In relation to any rights issue or (as the case may be) any preferential offering, the Manager may in its absolute discretion elect not to extend an offer of Units under the rights issue or preferential offering to those Holders whose addresses are outside Singapore. In the case of a rights issue, the provisional allocations of Units of such Holders may be offered for sale by the Manager (as the nominee and authorised agent of each such relevant Holder) in such manner and at such price as the Manager may determine. Where necessary, the Trustee shall have the discretion to impose such other terms and conditions in connection with the sale. The proceeds of any such sale if successful will be paid to the relevant Holders PROVIDED THAT, where the proceeds payable to any single Holder is less than S\$10, the Manager shall be entitled to retain such proceeds as part of the Deposited Property.

5.7 Updating of Securities Account

For so long as the Trust is Listed, the Manager shall cause the Depository to effect the book entry of Units issued to a Holder into such Holder's Securities Account no later than the tenth Business Day after the date on which those Units are agreed to be issued by the Manager.

5.8 Selling Price of Manager's Units

For so long as the Trust is Unlisted, each Unit of which the Manager is or is deemed to be the Holder may be sold or offered for sale by the Manager at a price equal to the total of the Current Unit Value of that Unit on the day of the sale or offer, the Preliminary Charge and an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the

Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.9 Discounts

In the event a Preliminary Charge is imposed on the issue of Units where the Trust is Unlisted, the Manager may on any day differentiate between applicants as to the amount of the Preliminary Charge to be imposed (within the permitted limit) on the Issue Price of Units issued to them respectively and likewise the Manager may on any day on the issue of Units allow any person or persons applying for larger numbers of Units than others a discount or discounts on the Issue Price of their Units on such basis or on such scale as the Manager may think fit (PROVIDED THAT no such discount shall exceed the Preliminary Charge included in the Issue Price of the Units concerned) and in any such case, the amount of such Preliminary Charge to be deducted from the proceeds of issue of such Units shall be reduced by the amount of the discount and accordingly the discount shall be borne by the Manager. Besides the number of Units purchased, the bases on which the Manager may differentiate between applicants as to the amount of the Preliminary Charge to be included in the Issue Price of their Units depends on several other factors, including but not limited to, the performance of and the marketing strategy adopted by the Manager for the Trust.

5.10 Statement of Dealings

The Manager shall furnish to the Trustee from time to time on demand a statement of all issues of Units and of the terms on which the same are issued and of any Investments which it determines to direct to be purchased for account of the Trust, and also a statement of any Investments which in accordance with the powers hereinafter contained it determines to direct to be sold for account of the Trust, and any other information which may be necessary so that the Trustee may be in a position to ascertain at any moment the Net Asset Value of the Deposited Property. The Trustee shall be entitled to require that the Manager refuse to issue a Unit if at any time the Trustee is of the opinion that the provisions of this Clause 5 in regard to the issue of Units are being infringed; but nothing in this Clause 5.10 or elsewhere in this Deed contained shall impose upon the Trustee any responsibility for satisfying itself before issuing Units that the Manager has complied with the conditions of this Clause 5.

5.11 Suspension of Issue

The Manager or the Trustee may, with the prior written approval of the other and, subject to the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange while the Trust is Listed, suspend the issue of Units during any of the following events:

- 5.11.1 any period when the SGX-ST or any other relevant Recognised Stock Exchange is closed (otherwise than for public holidays) or during which dealings are restricted or suspended;*
- 5.11.2 the existence of any state of affairs which, in the opinion of the Manager or (as the case may be) the Trustee might seriously prejudice the interests of the Holders as a whole or of the Deposited Property;*
- 5.11.3 any breakdown in the means of communication normally employed in determining the price of any Investments or (if relevant) the current price thereof on the SGX-ST or any other relevant Recognised Stock Exchange or when for any reason the prices of any Investments cannot be promptly and accurately ascertained;*
- 5.11.4 any period when remittance of money which will or may be involved in the realisation of any Investments or in the payment for any Investments cannot, in the opinion of the Manager, be carried out at normal rates of exchange;*

5.11.5 any period where the issuance of Units is suspended pursuant to any order or direction issued by the Authority;

5.11.6 in relation to any general meeting of the Holders, any 72 hour period before such general meeting or any adjournment thereof; or

5.11.7 when the business operations of the Manager or the Trustee in relation to the operation of the Trust are substantially interrupted or closed as a result of, or arising from, pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

Such suspension shall take effect forthwith upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee and shall terminate on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist and no other conditions under which suspension is authorised under this Clause 5.11 shall exist upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee. In the event of any suspension while the Trust is Listed, the Manager shall ensure that immediate announcement of such suspension is made through the SGX-ST or the relevant Recognised Stock Exchange.

6. Valuation

6.1 Valuation of Investments

The Value of an Authorised Investment at any given date means:

6.1.1 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is not in the nature of Real Estate, whether held directly by the Trust, or indirectly through a holding of shares, units, rights or interests (as the case may be) in a Special Purpose Vehicle, and subject to Clauses 6.1.3 to 6.1.5 the Acquisition Cost thereof on its Acquisition Date;

6.1.2 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of Real Estate, whether held directly by the Trust, or indirectly through a holding of shares, units, rights or interests (as the case may be) in a Special Purpose Vehicle, and subject to Clauses 6.2 to 6.4:

(i) on the Trust's acquisition of an Authorised Investment, its Acquisition Cost thereof on its Acquisition Date, or if a valuation by an Approved Valuer of such Authorised Investment had been obtained in connection with and prior to the Trust's acquisition of such Authorised Investment, the Value of such Authorised Investment as determined by such valuation; and

(ii) on a subsequent valuation by an Approved Valuer of such Authorised Investment obtained pursuant to any of the provisions of this Deed since the date of the Trust's acquisition of such Authorised Investment, the Value of such Authorised Investment as determined by such valuation;

6.1.3 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of listed Securities or units in a unit trust or participation in a collective investment scheme or a money market investment, the Value of such Investment calculated by reference to the price appearing to the Manager to be the official closing price or the last known transacted price or the last transacted price as at the last official close on the relevant market at the time of calculation (or at such other time as the Manager may from time to time after consultation with the Trustee determine). If such Investment is listed, dealt or traded in more than one market, the Manager (or such person as the Manager shall appoint for the purpose) may in its absolute discretion select any one of such markets for the foregoing purposes and, if

there be no such official closing price or the last known transacted price or last transacted price, the Value shall be calculated by reference to the mean of bid and offer prices quoted by any market maker for such Investment, or other appropriate price determined by the Manager in consultation with the Trustee, or by such other person approved by the Trustee in relation to such Investment PROVIDED THAT if such quotations do not, in the opinion of the Manager, represent a fair value of such Investment, then the Value of such Investment shall be any reasonable value as may be determined by the Manager with the consent of the Trustee, or by such other person approved by the Trustee, and in determining such reasonable value, the Manager may rely on quotations for such Investment on an over-the-counter or telephone market or any certified valuation by a Stockbroker. The Manager and the Trustee shall not incur any liability by reason of the fact that a price reasonably believed by them to be the last sale price or other appropriate closing price may be found not to be such PROVIDED THAT such liability shall not have arisen out of the fraud, gross negligence or wilful default of, or a breach of this Deed by, the Manager or the Trustee or a breach of trust by the Trustee;

6.1.4 *in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of securities but not quoted, listed or dealt in on the SGX-ST or any Recognised Stock Exchange, the Value of such Investment shall be calculated by reference to the mean of the bid and offer prices quoted by such persons, firms or institutions determined by the Manager to be dealing or making a market in such Investment, or by such other person approved by the Trustee, at the close of trading in the relevant market on which such Investment is traded. However, if such price quotations are not available, the Value shall be determined by reference to the face value of such Investment, the prevailing term structure of interest/profit rates and the accrued interest/profit thereon for the relevant period; or*

6.1.5 *in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of cash, deposits and other similar assets, such Investment shall be valued at its face value (together with any accrued interest or income or profit paid thereon) unless, in the opinion of the Manager (after consultation with the Trustee), any adjustment should be made to reflect the value thereof,*

and the "Value of the Deposited Property" at any given date means the aggregate Value of all Authorised Investments comprising the Deposited Property at the relevant date based on the latest valuation. Any changes to the valuation rules as provided in this Clause 6.1 shall require the prior approval of the Trustee and the Trustee shall determine if the Holders should be informed of such changes.

6.2 Valuation of Real Estate Investments

The Trust shall comply with all the requirements of the Property Funds Appendix relating to the valuation of each of the Trust's Real Estate (including, but not limited to, the frequency and the method of valuation). The Manager or the Trustee may at any other time arrange for the valuation of any Real Estate of the Trust if it is of the opinion that it is in the best interests of Holders, to do so.

6.3 Basis of Valuation

Valuations made by Approved Valuers pursuant to this Clause 6 shall be carried out on such basis as the Approved Valuers respectively may determine to be appropriate subject always to the terms of this Deed and, where applicable, the provisions of the Property Funds Appendix.

6.4 Approved Valuer

The Trustee covenants that it will appoint an Approved Valuer recommended by the Manager or chosen by the Trustee if it disagrees with any such recommendation, to make a valuation of Real Estate if the Approved Valuer complies with the requirements for a "valuer" set out in the Property Funds Appendix, PROVIDED THAT the Trustee shall not be liable for the acts or omissions of such Approved Valuer if the Trustee has acted in good faith and without gross negligence in the appointment of such Approved Valuer.

6.5 Approved Valuer to Receive Information

The Manager covenants that it will ensure that each Approved Valuer appointed to make a valuation of Real Estate receives all information reasonably required by him to make the valuation including particulars of leases and/or licences relating thereto and the rents and/or fees currently payable under such leases and/or licenses.

6.6 Valuations Addressed to the Manager and the Trustee

Each valuation carried out pursuant to the foregoing provisions of this Clause 6 by an Approved Valuer shall be either addressed to the Manager and the Trustee or acknowledged in writing by the Approved Valuer as being able to be relied upon by the Manager and/or the Trustee and the cost of each and every such valuation shall be paid out of the Deposited Property.

7. Repurchase and Redemption of Units by Manager

7.1 Repurchase and Redemption Restrictions when Trust is Unlisted

When the Trust is Unlisted, the Manager may, but is not obliged to, repurchase or cause the redemption of Units more than once a year in accordance with the Property Funds Appendix and a Holder has no right to request for the repurchase or redemption of Units more than once a year. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Unlisted and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3.1.

7.2 Repurchase and Redemption Restrictions when Trust is Listed

The Manager is not obliged to repurchase or cause the redemption of Units so long as the Trust is Listed. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Listed and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3.2. In the event the Manager decides to repurchase or cause the redemption of Units, such repurchase or redemption must comply with the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix. The Manager may, subject to the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix, suspend the repurchase or redemption of Units for any period when the issue of Units is suspended pursuant to Clause 5.11.

7.3 Repurchase Price

For the purposes of Clauses 7.1 and 7.2, the Repurchase Price shall be:

7.3.1 *in respect of the repurchase or redemption of Units prior to the Listing Date, an amount determined by the Manager in its absolute discretion. Such amount may be less than, equal to or more than the Current Unit Value of the relevant Units on the day the Manager's offer to repurchase or cause the redemption of Units is accepted; and*

7.3.2 *in respect of the repurchase or redemption of Units after the Listing Date (whether or not the Trust is Listed or has been Unlisted at the time the Manager's offer to repurchase or redeem Units is made), the Current Unit Value of the relevant Units on the day the request is accepted by the Manager less the Repurchase*

Charge and less an amount to adjust the resultant total downwards to the nearest whole cent.

The Repurchase Charge shall be retained by the Manager for its own benefit and the adjustment shall be retained as part of the Deposited Property. The Manager may on any day differentiate between Holders as to the amount of the Repurchase Charge to be included (within the permitted limit) in the Repurchase Price of Units to be repurchased by the Manager from them respectively. The bases on which the Manager may make any differentiation as between Holders shall include, without limitation, Holders with large holdings of Units and Holders who have opted for a distribution reinvestment arrangement. Once a request for repurchase or redemption is given, it cannot be revoked without the consent of the Manager. The Manager may, subject to the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange, suspend the repurchase or redemption of Units during any period when the issue of Units is suspended pursuant to Clause 5.11.

7.4 Repurchase or Redemption Options of Manager

In the event the Manager decides to make any offer to repurchase or redeem Units, the Manager shall have the following options:

- 7.4.1 to effect a repurchase out of its own funds (upon which repurchase the Manager shall be entitled to the Units concerned and to the benefit of the Units concerned);*
- 7.4.2 to procure some other person to purchase the Units and such purchase shall be deemed to be a repurchase by the Manager within the meaning of this Clause 7; or*
- 7.4.3 PROVIDED THAT there is sufficient Cash in the Trust, to request and cause the Trustee to redeem the Units out of the assets of the Trust by paying from the Deposited Property a sum sufficient to satisfy the Repurchase Price and the Repurchase Charge (if any) of the Units. The Trustee shall only comply if, in the opinion of the Trustee, sufficient Cash would be retained in the Deposited Property after the release of Cash necessary to comply with the redemption notice to meet other liabilities of the Trust, including but without limiting the generality thereof, the Property Expenses and the remuneration due to the Trustee and the Manager under this Deed. Should the Trustee advise the Manager that, in the opinion of the Trustee, sufficient Cash would not be retained in the Deposited Property to meet other liabilities of the Trust if the Trustee were to release the funds necessary to comply with any redemption notice, then the Manager may, at its absolute discretion, request the Trustee to sell, mortgage or otherwise deal with the Investments or borrow or enter into financing arrangements to raise sufficient Cash to redeem the Units pursuant to this Clause 7.4.3.*

7.5 Amendments to Register

Upon delivery to the Trustee of a written statement signed by or on behalf of the Manager that all the Units or a specified number of Units held by a Holder have been repurchased by the Manager or have been purchased by another person or have been redeemed, the Trustee shall remove or procure the removal of the name of the Holder from the Register in respect of all or (as the case may be) such number of Units.

7.6 Redeemed Units are Cancelled

Units which are redeemed shall thereupon be cancelled and shall not thereafter be reissued but this Clause 7.6 shall not limit or restrict the right of the Manager to cause the creation and/or issue of further or other Units.

26. Termination of the Trust

26.5 Manner of Liquidation

Upon the Trust being terminated the Trustee shall, subject to authorisations or directions (if any) given to it by the Manager and/or the Holders and pursuant to their powers contained in Schedule 1, proceed as follows:

26.5.1 *the Trustee shall sell all Investments then remaining in its hands as part of the Deposited Property and shall repay any borrowing and all amounts owing under any money raising or financing arrangement effected by the Trust under Clause 10.12 (together with any interest accrued but remaining unpaid) for the time being outstanding and all other debts and Liabilities in respect of the Trust before applying the balance to the Holders. All secured creditors will be repaid before unsecured creditors. Secured creditors will be repaid in the order of priority of their respective rights of security. On a winding up, the Trustee may, where applicable, retain from any distribution to be made to Holders an amount equal to any contingent liability to the IRAS under any indemnity given to the IRAS. Such sale by the Trustee shall be carried out and completed in such manner and within such period after the termination of the Trust as soon as practicable. Any amount payable in respect of fees, costs and expenses charged by the Depository under the Depository Services Agreement or under any indemnity given to the Depository shall be ranked together with unsecured creditors and the Depository will rank equally with all other unsecured creditors in respect of any claim against the Trust under the indemnity given to the Depository. On a winding up, the Trustee may retain from any distribution to be made to Holders an amount equal to any contingent liability to the Depository under such indemnity or in respect of such fees, costs and expenses due to the Depository. Such sale by the Trustee shall be carried out and completed as soon as practicable;*

26.5.2 *the Trustee shall from time to time distribute to the Holders or (as the case may be) the Depository (in respect of the Depositors) in proportion to their respective interests in the Deposited Property all net cash proceeds derived from the realisation of the Deposited Property and available for the purposes of such distribution PROVIDED THAT the Trustee shall not be bound (except in the case of the final distribution) to distribute any of the moneys for the time being in its hands the amount of which is insufficient to pay S\$1 in respect of each undivided share in the Deposited Property PROVIDED ALSO THAT the Trustee shall be entitled to retain out of any moneys in its hands as part of the Deposited Property under the provisions of this Clause 26 full provision for all fees, costs, charges, expenses, claims and demands incurred, made or apprehended by the Trustee in connection with or arising out of the liquidation of this Trust and out of the moneys so retained to be indemnified and saved harmless against any such costs, charges, expenses, claims and demands. Every such distribution shall be made to the Holders or (as the case may be) the Depository (in respect of the Depositors) in accordance with the provisions of Clause 12.1. Any unclaimed proceeds or other cash held by the Trustee under the provisions of this Clause 26 may at the expiration of 12 months from the date upon which the same were payable be paid into court subject to the right of the Trustee to deduct therefrom any expenses it may incur in making such payment;*

26.5.3 *the Trustee may not distribute any Investment to any Holder in specie; and*

26.5.4 *the Trustee may at the direction of the Manager postpone the realisation of any Investment for so long as the Manager thinks fit and neither the Trustee nor the Manager shall be liable for any loss or damage attributable to such postponement."*

2. The rights of Unitholders in respect of distribution

"11. Distributions

11.1 Distribution of Income

For so long as the Trust is Unlisted, and subject to this Clause 11, the Manager may at its discretion declare distributions of Income to Holders at such other intervals as the Manager shall decide in its absolute discretion.

For so long as the Trust is Listed, and subject to this Clause 11, the Manager shall make regular distributions of all (or such lower percentage as determined by the Manager in its absolute discretion) of:

11.1.1 *the Net Taxable Income (excluding gains from sale of Authorised Investments determined by the IRAS to be trading gains); and*

11.1.2 *the Net Tax-Exempt Income,*

to Holders at quarterly, half-yearly or yearly intervals or at such other intervals as the Manager shall decide in its absolute discretion.

11.2 Manager to Collect

The Manager must collect and pay to the Trustee and the Trustee must receive all moneys, rights and property paid or receivable in respect of the Trust.

11.3 Determination of Income and Reserves

The Manager (acting after consulting the Auditors) is to determine whether any item is income in nature or capital in nature and the extent to which reserves or provisions need to be made. If the Manager determines any item to be capital, the Manager may apply it to any item in the balance sheet of the Trust including, without limitation, Holders' funds and Investments. This Clause 11.3 applies to distributions and to books of account.

11.4 Frequency of Distribution of Income

For so long as the Trust is Unlisted, the Manager shall have the discretion to determine the frequency of each distribution of Income.

For so long as the Trust is Listed, the Manager will endeavour to ensure that for each Financial Year there is at least one distribution and the last distribution covers the period up to the last day of the Financial Year.

For each Distribution Period the Manager will calculate, and the Trustee will distribute, each Holder's Distribution Entitlement, in accordance with the provisions of this Clause 11.

11.5 Distribution Entitlement

11.5.1 *"Distribution Amount" for a Distribution Period is to be determined in accordance with the following formula:*

$$DA = NTI + I + E + C$$

Where:

"DA" is the Distribution Amount;

"NTI" (for any Distribution Period where the Trust is Unlisted) is the Net Taxable Income determined by the Manager; and

(for any Distribution Period where the Trust is Listed) is the Net Taxable Income for the Distribution Period determined by the Manager less an amount equal to so much of the Net Taxable Income for that Distribution Period directly assessed to Tax on the Trustee and in respect of which Tax has been paid or is payable by the Trustee;

"I" (for any Distribution Period where the Trust is Unlisted) is so much of the amount (which may be a negative amount) by which Net Taxable Income as agreed between the Manager and the IRAS for any Distribution Period preceding the Distribution Period for which the Distribution Amount is being calculated, exceeds or is less than the Net Taxable Income for that preceding Distribution Period distributed pursuant to this Clause as NTI, but so that the amount is only taken into account in determining the Distribution Amount for the Distribution Period prior to the Listing Date and in which the agreement between the IRAS and the Manager is reached; and

(for any Distribution Period where the Trust is Listed) is so much of the amount (which may be a negative amount) by which Net Taxable Income as agreed between the Manager and the IRAS for any Financial Year preceding the Financial Year in which the Distribution Period occurs (less an amount equal to so much of the Net Taxable Income for that Distribution Period directly assessed to Tax on the Trustee and in respect of which Tax has been paid or is payable by the Trustee), exceeds or is less than the Net Taxable Income for that preceding Financial Year distributed pursuant to this Clause 11 as NTI but so that the amount is only taken into account in determining the Distribution Amount for the Distribution Period in which the agreement between the IRAS and the Manager is reached;

"E" is any amount of Net Tax-Exempt Income which the Manager has determined is to be distributed; and

"C" is any additional amount (including capital), which may be a negative amount, which the Manager has determined is to be distributed or if thought fit by the Manager, to be transferred to or from an undistributed income reserve account.

11.5.2 Each Holder's Distribution Entitlement is to be determined in accordance with the following formula:

$$DE = DA \times \frac{UH}{UI}$$

where:

"DE" is the Distribution Entitlement;

"DA" is the Distribution Amount;

"UH" is the number of Units held by the Holder, at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent he is entitled to participate in the Distribution Amount; and

"UI" is the number of Units in issue in the Trust at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent the Holder is entitled to participate in the Distribution Amount.

11.6 Distribution of Entitlement

11.6.1 The Trustee must in respect of each Distribution Period pay to each Holder, his Distribution Entitlement on or before the Distribution Date for the Distribution Period.

11.6.2 For the purpose of identifying the persons who are entitled to the Distribution Entitlement for a Distribution Period, the persons who are Holders on the Record Date for that Distribution Period have an absolute, vested and indefeasible interest in the Income of that Distribution Period.

11.6.3 The Manager and the Trustee must deduct from each Holder's Distribution Entitlement all amounts which:

- (i) are necessary to avoid distributing a fraction of a cent;
- (ii) the Manager determines not to be practical to distribute on a Distribution Date;
- (iii) equal any amount of Tax which has been paid or which the Manager determines is or may be payable by the Trustee or the Manager in respect of the portion of the income of the Trust attributable to such Holder or the amount of the distribution otherwise distributable to such Holder;
- (iv) are required to be deducted by law, the Tax Ruling or this Deed; or
- (v) are payable by the Holder to the Trustee or the Manager.

11.6.4 The Manager must direct the Trustee as to how any sum so retained is to be applied and/or paid.

11.7 Holder Notification

Each Holder must as and when required by the Manager, provide such information as to his place of residence for taxation purposes as the Manager may from time to time determine.

11.8 Composition of Distribution

Following the end of each Financial Year, the Manager must notify each Holder of:

- 11.8.1** the extent to which a distribution under this Clause 11 is composed of, and the types of, income and capital; and
- 11.8.2** any amounts deducted under Clauses 11.6.3(iii) and 11.6.3(iv).

11.9 Tax Declaration Forms and Tax Distribution Vouchers

11.9.1 The Manager shall where necessary in respect of each Distribution Period before the Distribution Amounts are paid out send to each Holder, a tax declaration form for the purpose of each Holder declaring his tax status. The Manager and the Trustee may rely on any representation made by a Holder as to his tax status made on each relevant tax declaration form returned to the Manager (or its agent) or the Trustee to determine whether or not to deduct Tax from the Distribution Amount. If a Holder fails to make any such declaration in time for a distribution, the Manager and the Trustee shall proceed to deduct the appropriate amount of Tax from the Distribution Amount due to that Holder.

11.9.2 On a distribution having been made, the Trustee shall where necessary issue to each Holder a tax distribution voucher prepared by the Manager in a form approved by the Trustee and the IRAS. In the case of any distribution made on termination of the Trust, each tax distribution voucher shall show what proportion of the distribution represents capital, what proportion represents income exempt from Singapore income tax or income subject to Singapore income tax and what proportion represents the portion of any tax payable by the Trustee on income and gains attributable to the Holders.

11.10 Categories and Sources of Income

11.10.1 For any category or source of income the Manager may keep separate accounts and allocate the income from any category or source to any Holder.

11.10.2 The Manager may cause the distribution of any amount recorded in an account or record kept pursuant to Clause 11.10.1 before the distribution of any other amount.

11.11 Distribution Policy

The Manager and the Trustee acknowledge that subject to Clause 11.1, the Trust's distribution policy for so long as the Trust is Listed is to distribute as much of its income as practicable.

11.12 Distribution Reinvestment Arrangements

The Manager may advise Holders, from time to time in writing that Holders, may, on terms as permitted by the Property Funds Appendix, the Listing Rules or the listing rules of the relevant Recognised Stock Exchange and all other Relevant Laws, Regulations and Guidelines and as specified in the notice, participate in an arrangement under which Holders may request that all or a proportion of specified distributions due to them be applied to the issue of further Units PROVIDED THAT the Issue Price for any such Units to be issued shall be the Issue Price determined in accordance with Clause 5.3 if the Units are Listed and Clause 5.4 if the Units are Unlisted. The Units so issued shall be deemed to be purchased by such Holders. The Manager shall be entitled to amend the terms of any such distribution reinvestment arrangements from time to time by notice in writing to Holders.

11.13 Capitalisation of Undistributed Distribution Amount

For so long as the Trust is Unlisted, the Manager, with the agreement of all Holders, may elect not to distribute in accordance with Clause 11.4 and in lieu of such distribution capitalise the undistributed Distribution Amount.

11.14 Distribution of Capital and Unrealised Gains

The Manager may with the consent of the Trustee (which consent shall not be unreasonably withheld) cause the distribution of an amount which represents:

11.14.1 part of the capital of the Trust and which the Manager reasonably determines to be in excess of the financial needs of the Trust; or

11.14.2 part or all of the unrealised gains due to the increase in the capital value of the Real Estate held by the Trust arising from asset enhancement.

12. Place and Conditions of Payment

12.1 Place and Conditions of Payment

Any moneys payable by the Trustee to any Holder on the relevant Record Date under the provisions of this Deed shall be paid in the case of Holders who do not hold their Units jointly with any other person, by cheque or warrant sent through the post to the registered address of such Holder or, in the case of Joint Holders, to the registered address of the Joint Holder who is first named in the Register or to the registered address of any other of the Joint Holders as may be authorised by all of them. Every such cheque or warrant shall be made payable to the order of the person to whom it is delivered or sent and payment of the cheque or warrant by the banker upon whom it is drawn shall be a satisfaction of the moneys payable and shall be a good discharge to the Trustee. Where the Trustee receives the necessary authority in such form as the Trustee shall consider sufficient, the Trustee shall pay the amount due to any Holder to his bankers or other agent and the receipt of such an amount by such bankers or other agent shall be a good discharge therefor.

Any moneys payable by the Trustee to any Depositor appearing in the Depository Register on the relevant Record Date under the provisions of this Deed shall be paid, in the case of such Depositor's Units credited into a Securities Account, by transferring such moneys into the Depository's bank account

(as notified to the Manager and the Trustee) and by the Trustee causing the Depository to make payment thereof to such Depositor by cheque sent through the post to the address of such Depositor on record with the Depository or, in the case of Joint Depositors, to the registered address of the Joint Depositors on record with the Depository or by any other form as may be agreed between the Manager and the Depository. Payment of the moneys by the Trustee to the Depository shall be a satisfaction of the moneys payable to the relevant Depositor and shall be a good discharge to the Trustee. Any charges payable to the Depository for the distribution of moneys to Depositors under this Deed shall be borne out of the Deposited Property.

No amount payable to any Holder or Depositor shall bear interest or earn any profit or income.

12.2 Deductions

Before any payment is made to a Holder, there shall be deducted such amounts as any law of Singapore or any law of any other country in which such payment is made may require or allow in respect of any income or other taxes, charges or assessments whatsoever and there may also be deducted the amount of any stamp duties or other government taxes or charges payable by the Manager or (as the case may be) the Trustee for which the Manager or (as the case may be) the Trustee may be made liable in respect of or in connection therewith.

Neither the Manager or the Trustee shall be liable to account to a Holder for any payment made or suffered to be made by the Manager or (as the case may be) the Trustee in good faith and in the absence of fraud, gross negligence, wilful default, a breach of this Deed or a breach of trust (in the case of the Trustee) to any duly empowered fiscal authority of Singapore or elsewhere for taxes or other charges in any way arising out of or relating to any transaction of whatsoever nature under this Deed notwithstanding that any such payments ought not to be, or need not have been, made or suffered to be made.

12.3 Receipt of Holders

The receipt of the Holder or (as the case may be) the Depository on behalf of the Depositors, for any amounts payable in respect of Units shall be a good discharge to the Manager or (as the case may be) the Trustee and if several persons are registered as Joint Holders or, in consequence of the death of a Holder, are entitled to be so registered, any one of them may give effectual receipts for any such amounts.

12.4 Unclaimed Moneys

Any moneys payable to a Holder under this Deed which remain unclaimed after a period of 12 months shall be accumulated in a special account (the "**Unclaimed Moneys Account**") from which the Trustee may, from time to time, make payments to a Holder claiming any such moneys. Subject to Clause 26, the Trustee shall cause such sums which represent moneys remaining in the Unclaimed Moneys Account for five years after the date for payment of such moneys into the Unclaimed Moneys Account and interest, if any, earned thereon to be paid into court after deducting from such sum all fees, costs and expenses incurred in relation to such payment into court PROVIDED THAT if the said moneys are insufficient to meet all such fees, costs and expenses, the Trustee shall be entitled to have recourse to the Deposited Property."

3. The rights of Unitholders in respect of voting

"13. Voting Rights in Respect of the Deposited Property

13.1 Manager's Right to Determine How Voting Rights are Exercised

Except as otherwise expressly provided and subject to Clause 10.4 relating to Special Purpose Vehicles owned by the Trustee, all rights of voting conferred by any of the Deposited Property shall be exercised in such manner as the Manager may in writing direct and the Manager may refrain at its own discretion

from the exercise of any voting rights and no Holder or (as the case may be) Depositor shall have any right to interfere or complain.

The Trustee shall, upon written request by and at the expense of the Manager from time to time, execute and deliver or cause to be executed or delivered to the Manager or its nominees such powers of attorney or proxies as the Manager may reasonably require, in such name or names as the Manager may request, authorising such attorneys and proxies to vote, consent or otherwise act in respect of all or any part of the Deposited Property.

The Manager shall be entitled to exercise the said rights in what the Manager may consider to be the best interests of the Holders or (as the case may be) the Depositors, but neither the Manager nor the Trustee shall be under any liability or responsibility in respect of the management of the Investment in question nor in respect of any vote, action or consent given or taken or not given or not taken by the Manager whether in person or by proxy, and neither the Trustee nor the Manager nor the holder of any such proxy or power of attorney shall incur any liability or responsibility by reason of any error of law or mistake of fact or any matter or thing done or omitted to be done or approval voted or given or withheld by the Trustee or the Manager or by the holder of such proxy or power of attorney under this Deed; and the Trustee shall be under no obligation to anyone and shall not incur any liability with respect to any action taken or caused to be taken or omitted to be taken by the Manager or by any such proxy or attorney.

The Manager shall in respect of its having exercised or not having exercised any such right of voting, action or consent keep a written record of such exercise or non-exercise and shall at all reasonable times during Business Hours give the Trustee and any Holder or (as the case may be) any Depositor reasonable access to such record and allow the Trustee and any Holder or (as the case may be) any Depositor to inspect such record but neither the Trustee nor any Holder or (as the case may be) any Depositor shall be entitled to remove the same or to make any entries therein or alterations thereto, PROVIDED ALWAYS THAT if such record is kept on magnetic tape or in accordance with some other mechanical or electrical system the provisions of this Clause 13.1 may be satisfied by the production of legible evidence of the contents of such record.

13.2 Construction of Voting Rights

The phrase "**rights of voting**" or the word "**vote**" used in this Clause 13 shall be deemed to include not only a vote at a meeting but any consent to or approval of any arrangement, scheme or resolution or any alteration in or abandonment of any rights attaching to any part of the Deposited Property and the right to requisition or join in a requisition to convene any meeting or to give notice of any resolution or to circulate any statement.

30. Meetings of Holders

The provisions set out in Schedule 1 relating to meetings of Holders shall have effect as if the same were included herein.

Schedule 1

MEETINGS OF HOLDERS

1. A general meeting to be called the "Annual General Meeting" shall, in addition to any other meeting of Holders, be held once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting, but so long as the Trust holds its first Annual General Meeting within 18 months of its constitution, the Trust need not hold it in the year of its constitution or in the following year. Save as set out above and in Clause 21, all Annual General Meetings may be held at such time and place as may be determined by the Trustee and the Manager. All other general meetings shall be called Extraordinary General Meetings.

2. *The Trustee or the Manager (and the Manager shall at the request in writing of not less than 50 Holders or Holders representing not less than 10.0% of the issued Units of the Trust) may at any time convene a meeting of Holders at such time and place (subject as hereinafter provided) as may be thought fit and the following provisions of this Schedule shall apply thereto. Any such meeting convened shall be held in Singapore.*
3. *For so long as the Trust is Unlisted, the Manager or (being a Holder) any Associate thereof shall be entitled to receive notice of and attend at any such meeting and shall be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the Manager or any Associate has a material interest.*
4. *For so long as the Trust is Listed, the Manager or (being a Holder), the controlling shareholders (as defined in the Listing Rules) of the Manager and any Associate thereof shall be entitled to receive notice of and attend at any such meeting but shall subject to paragraph 5(ii) of this Schedule, not be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the relevant controlling shareholders of the Manager or any Associate has a material interest (including, for the avoidance of doubt, interested person transactions (as defined in the Listing Rules and/or the listing rules of other relevant Recognised Stock Exchange) and interested party transactions (as defined in the Property Funds Appendix) and accordingly for the purposes of the following provisions of this Schedule, Units held or deemed to be held by the Manager or any Associate shall not be regarded as being in issue under such circumstances. Any director, the secretary and any solicitor of the Manager, the Trustee and directors and any authorised official and any solicitor of the Trustee shall be entitled to attend and be heard at any such meeting.*
5. *A meeting of Holders duly convened and held in accordance with the provisions of this Schedule shall be competent by:*
 - (i) *Extraordinary Resolution to:*
 - (a) *sanction any modification, alteration or addition to the provisions of this Deed which shall be agreed by the Trustee and the Manager as provided in Clause 28 of this Deed;*
 - (b) *sanction a supplemental deed (including an amending and restating deed) increasing the maximum permitted limit or any change in the structure of the Management Fee (including the Base Fee and the Performance Fee), the Acquisition Fee, the Divestment Fee and the Trustee's remuneration as provided in Clause 15 of this Deed;*
 - (c) *remove the Auditors and appoint other Auditors in their place as provided in Clause 22.3 of this Deed;*
 - (d) *remove the Trustee as provided in Clause 23.3.4 of this Deed;*
 - (e) *direct the Trustee to take any action pursuant to Section 295 of the Securities and Futures Act (relating to the winding up of the Trust);*
 - (f) *delist the Trust after it has been Listed as provided in Clause 9.2 of this Deed; and*
 - (g) *issue Units on an unpaid or partly paid basis pursuant to Clause 5.5 of this Deed; and*
 - (ii) *a resolution duly proposed and passed as such by a simple majority of Holders present and voting at a general meeting, with no Holder being disenfranchised, to remove the Manager as provided in Clause 24.1.4 of this Deed, and shall have such further or other powers under such terms and conditions as may be*

determined by the Manager with the prior written approval of the Trustee. Any decision to be made by resolution of the Holders other than those specified in this paragraph 5(i) to (ii), shall be made by Ordinary Resolution, unless an Extraordinary Resolution is required by the Securities and Futures Act, the Code or the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange.

- 5.1 Subject to paragraphs 5.2 and 5.3 below, at least 2 days' notice (in the case of Holders' meetings where the Trust is Unlisted) or 14 days' notice (in the case of Holders' meetings to pass an Ordinary Resolution where the Trust is Listed) or 21 days' notice (in the case of Holders' meetings to pass an Extraordinary Resolution where the Trust is Listed) (not inclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every meeting shall be given to the Holders in manner provided in this Deed. The notice shall specify the place, day and hour of meeting and the terms of the resolutions to be proposed. For as long as the Trust is Listed, at least 14 days' notice of every such meeting shall be given by advertisement in the daily press and in writing to each stock exchange on which the Trust is listed. A copy of the notice shall be sent by post to the Trustee unless the meeting shall be convened by the Trustee. Any accidental omission to give notice to or the non-receipt of notice by any of the Holders shall not invalidate the proceedings at any meeting.*
- 5.2 Notwithstanding the provisions of paragraph 5.1 above, a meeting of Holders convened by the Trustee for the purposes of the winding up of the Trust pursuant to the Securities and Futures Act shall comply with the relevant requirements of the Securities and Futures Act.*
- 5.3 Notwithstanding anything to the contrary in this Deed, in the event that a notice of a general meeting of Holders has been given to Holders and such meeting is required to be postponed or cancelled pursuant to or can no longer be held in accordance with the Relevant Laws, Regulations and Guidelines or any changes thereto, the Manager may postpone or cancel such general meeting by giving a notice to Holders of such postponement or cancellation via an announcement on the SGXNet, subject to compliance with the Relevant Laws, Regulations and Guidelines (including the provision of any other notice as may be prescribed in any waiver, exemption or other direction issued by the relevant authorities or any conditions pursuant to such waiver, exemption or direction). Notice of the date and time of the postponed meeting, when fixed, shall be given to Holders in accordance with the Listing Rules and the provisions in this Deed concerning notices of general meetings.*
- 6. Where there is more than one Holder, the quorum shall be not less than two Holders (whether present in person or by proxy) together holding or representing one-tenth in value of all the Units for the time being in issue. Where there is only one Holder, that Holder shall constitute the quorum. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.*
- 7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such day and time being not less than 15 days thereafter and to such place as shall be determined for the purpose by the Chairman of the meeting. Notice of the adjourned meeting shall be given in the same manner as for an original meeting. Such notice shall state that the Holders present at the adjourned meeting whatever their number and the value of the Units held by them will form a quorum thereat. At any such adjourned meeting the Holders present in person or by proxy thereat shall be a quorum.*
- 8. A person nominated in writing by the Trustee shall preside at every meeting and if no such person is nominated or if at any meeting the person nominated shall not be present within fifteen minutes after the time appointed for holding the meeting, the Holders present shall choose one of their number to be Chairman.*

9. *The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.*
10. *At any meeting a resolution put to the vote of the meeting shall, subject to the requirements of the prevailing applicable law or regulations, be decided on a poll. A Holder shall not be entitled to vote unless all calls or other sums personally payable by him in respect of Units have been paid.*
11. *A poll shall be taken in such manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was conducted.*
12. *A poll shall be taken at such time and place as the Chairman directs. The Chairman shall, subject to the requirements of the prevailing applicable laws or regulations, appoint at least one scrutineer and may (and if so directed by the meeting shall) adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.*
13. *On a poll every Holder who is present in person or by proxy shall have one vote for every Unit of which he is the Holder. A person entitled to more than one vote need not use all his votes or cast them the same way.*
14. *In the case of Joint Holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the vote of the other Joint Holders and for this purpose seniority shall be determined by the order in which the names stand in the Register, the first being the senior.*
15. *On a poll, votes may be given either personally or by proxy.*
16. *The instrument appointing a proxy shall be in writing, under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.*
17. *The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at such place as the Trustee or the Manager with the approval of the Trustee may in the notice convening the meeting direct or if no such place is appointed then at the registered office of the Manager not less than 72 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a Holder.*
18. *An instrument of proxy may be in the usual common form or in any other form which the Trustee shall approve.*
19. *A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the Units in respect of which the proxy is given Provided That no intimation in writing of such death, insanity, revocation or transfer shall have been received at the place appointed for the deposit of proxies or if no such place is appointed at the registered office of the Manager before the commencement of the meeting or adjourned meeting at which the proxy is used.*
20. *Notwithstanding anything in this Deed, where a Holder is a Relevant Intermediary, the Holder may appoint more than two proxies to exercise all or any of its rights to attend, speak and vote*

at every meeting, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by it (which number of Units and Class shall be specified).

- 21. Minutes of all resolutions and proceedings at every meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Manager at the expense of the Manager and any such minute as aforesaid if purporting to be signed by the Chairman of the meeting shall be conclusive evidence of the matters therein stated and until the contrary is proved, every such meeting in respect of the proceedings of which minutes have been made shall be deemed to have been duly held and convened and all resolutions passed thereat to have been duly passed.*
- 22. A resolution in writing signed by or on behalf of all the Holders for the time being entitled to receive notice of any meeting of Holders shall be as valid and effectual as a resolution (including an Extraordinary Resolution) passed at a meeting of those Holders duly called and constituted. Such resolution may be contained in one document or in several documents in the like form each signed by or on behalf of one or more of the Holders concerned.*
- 23. For the purpose of this Deed, an Extraordinary Resolution means 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 Holders or (as the case may be) Depositors named in the Depository Register as at 72 hours before the time of such meeting as certified by the Depository to the Manager and an Ordinary Resolution means a resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 72 hours before the time of such meeting as certified by the Depository to the Manager.*

An Extraordinary Resolution or (as the case may be) an Ordinary Resolution shall be binding on all Holders whether or not present at the relevant meeting and each of the Holders and the Trustee and the Manager shall, subject to the provision relating to indemnity in this Deed, be bound to give effect thereto accordingly.
- 24. A corporation, being a Holder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Holders and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.*
- 25. For the purposes of determining the number of Units held in respect of Units registered in the name of the Depository and the number of votes which a particular Holder may cast in respect of such Units, each of the Trustee and the Manager shall be entitled and bound to accept as accurate the number of Units credited into the Securities Account(s) of the relevant Depositor as shown in the records of the Depository as at a time not earlier than 72 hours prior to the time of the relevant meeting, supplied by the Depository to the Trustee, and to accept as the maximum number of votes which in aggregate that Depositor and his proxy(ies) (if any) are able to cast on a poll a number which is the number of Units credited into the Securities Account(s) of the relevant Depositor, as shown in the aforementioned records of the Depository, whether that number is greater or smaller than that specified by the Depositor or in the instrument of proxy. Neither the Trustee nor the Manager shall under any circumstances be responsible for, or liable to any person as a result of it, acting upon or relying on the aforementioned records of the Depository.*
- 26. Notwithstanding anything in this Deed, where a corporation is beneficially entitled to all the Units in issue and a minute is signed by a duly authorised representative of the corporation stating that any act, matter, or thing, or any Ordinary Resolution or Extraordinary Resolution, required by this Deed to be made, performed, or passed by or at a meeting of Holders has been made,*

performed, or passed, that act, matter, thing, or resolution shall, for all purposes, be deemed to have been duly made, performed, or passed by or at a meeting of Holders duly convened and at which a quorum is formed. For the avoidance of doubt, paragraph 8 of this Schedule need not be complied with when any act, matter, thing, or resolution is be deemed to have been duly made, performed, or passed by or at a duly convened meeting of Holders by virtue of this paragraph 26.

- 27. Notwithstanding anything in this Deed, Holders who have used their CPF monies to subscribe or purchase Units through the CPF Investment Scheme are allowed to attend any general meetings as observers, PROVIDED THAT such Holders have submitted their requests to attend the general meeting through their CPF agent banks.”*

APPENDIX V

AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE AI-REIT GROUP FOR FY2024

The audited consolidated financial statements for the AI-REIT Group for FY2024 set out below have been extracted from the Annual Report for FY2024 and were not specifically prepared for inclusion in this Circular.

REPORT OF THE TRUSTEE

HSBC Institutional Trust Services (Singapore) Limited (the "Trustee") is under a duty to take into custody and hold the assets of Sabana Industrial Real Estate Investment Trust (the "Trust") and its subsidiaries (the "Group") in trust for the holders ("Unitholders") of units in the Trust (the "Units"). In accordance with the Securities and Futures Act 2001 of Singapore, its subsidiary legislation and the Code on Collective Investment Schemes, the Trustee shall monitor the activities of Sabana Real Estate Investment Management Pte. Ltd. (the "Manager") for compliance with the limitations imposed on the investment and borrowing powers as set out in the trust deed dated 29 October 2010 (as amended by the first supplemental deed dated 2 December 2010, the first amending and restating deed dated 24 February 2016, the second amending and restating deed dated 24 March 2016, the second supplemental deed dated 6 May 2019, the third amending and restating deed dated 7 April 2020 and the third supplemental deed dated 21 October 2021) (collectively, the "Trust Deed") between the Manager and the Trustee in each annual accounting period and report thereon to Unitholders in an annual report.

To the best knowledge of the Trustee, the Manager has, in all material respects, managed the Trust during the period covered by these financial statements, set out on pages 9 to 74 in accordance with the limitations imposed on the investment and borrowing powers set out in the Trust Deed.

**For and on behalf of the Trustee,
HSBC Institutional Trust Services (Singapore) Limited**

Authorised signatory

Singapore
13 February 2025

STATEMENT BY THE MANAGER

In the opinion of the directors of Sabana Real Estate Investment Management Pte. Ltd. (the "Manager"), the accompanying financial statements of Sabana Industrial Real Estate Investment Trust (the "Trust") and its subsidiaries (the "Group") set out on pages 9 to 74 comprising the Consolidated Statement of Financial Position and Consolidated Portfolio Statement of the Group and the Statement of Financial Position of the Trust as at 31 December 2024, the Consolidated Statement of Total Return, Consolidated Distribution Statement, Consolidated Statement of Movements in Unitholders' Funds and Consolidated Statement of Cash Flows of the Group and the Statement of Total Return, Distribution Statement and Statement of Movements in Unitholders' Funds of the Trust for the year then ended, and Notes to the Financial Statements are drawn up so as to present fairly, in all material respects, the financial position of the Group and the Trust and portfolio holdings of the Group as at 31 December 2024, the total return, distributable income and movements in Unitholders' funds of the Group and the Trust and cash flows of the Group for the year then ended in accordance with the recommendations of Statement of Recommended Accounting Practice 7 Reporting Framework for Investment Funds issued by the Institute of Singapore Chartered Accountants and the provisions of the Trust Deed. At the date of this statement, there are reasonable grounds to believe that the Group and the Trust will be able to meet their financial obligations as and when they materialise.

**For and on behalf of the Manager,
Sabana Real Estate Investment Management Pte. Ltd.**

Tan Cheong Hin
Chairman

Singapore
13 February 2025

INDEPENDENT AUDITORS' REPORT

To the Unitholders
Sabana Industrial Real Estate Investment Trust

(Constituted in the Republic of Singapore pursuant to a trust deed dated 29 October 2010 (as amended by the first supplemental deed dated 2 December 2010, the first amending and restating deed dated 24 February 2016, the second amending and restating deed dated 24 March 2016, the second supplemental deed dated 6 May 2019, the third amending and restating deed dated 7 April 2020 and the third supplemental deed dated 21 October 2021))

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Sabana Industrial Real Estate Investment Trust (the "Trust") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position and consolidated portfolio statement of the Group, and the statement of financial position of the Trust as at 31 December 2024, the consolidated statement of total return, consolidated distribution statement, consolidated statement of movements in unitholders' funds and consolidated statement of cash flows of the Group and the statement of total return, distribution statement and statement of movements in unitholders' funds of the Trust for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 9 to 74.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position, the statement of total return, distribution statement and statement of movements in unitholders' funds of the Trust present fairly, in all material respects, the financial position and the portfolio holdings of the Group and the financial position of the Trust as at 31 December 2024 and the total return, distributable income, movements in unitholders' funds and cash flows of the Group and the total return, distributable income and movements in unitholders' funds of the Trust for the year ended on that date in accordance with the recommendations of Statement of Recommended Accounting Practice 7 *Reporting Framework for Investment Funds* ("RAP 7") issued by the Institute of Singapore Chartered Accountants.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the 'Auditors' Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and *Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2.5 of the financial statements which highlights events and conditions relating to the ongoing internalisation exercise which could cause potential financial implication to the Group and Trust. Specifically, as stated in Note 26, if the internalisation exercise triggers a review event under existing financing arrangements, it could result in mandatory prepayment of the Group's outstanding loans and interest if no satisfactory agreement is reached with the lenders. These factors indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group and the Trust to continue as a going concern.

In the event that the Group and the Trust are unable to continue as a going concern, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Trust may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. No adjustments have been made in the financial statements in respect of this.

Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

INDEPENDENT AUDITORS' REPORT

Valuation of investment properties

As at 31 December 2024, the carrying amount of investment properties was S\$992.9 million (2023: S\$980.0 million) which accounted for 96.9% (2023: 97.4%) of total assets. The valuation of the investment properties is significant to our audit due to the magnitude and the complexity of the valuation which is highly dependent on a range of assumptions and estimates made by the external appraisers engaged by the Manager.

As disclosed in Note 4 of the financial statements, valuations of investment properties are sensitive to changes in the significant unobservable inputs, particularly those relating to market rents, discount rates and capitalisation rates. The extent of estimation uncertainty and judgement is further impacted by the volatility in the relevant market and economic conditions. Accordingly, we have identified this as a key audit matter.

The Manager uses external appraisers to support its determination of the individual fair value of the investment properties. Our audit procedures included, amongst others, an assessment of the Group's process relating to the selection of the external appraisers, the determination of the scope of work of the appraisers, and a review of the valuation reports issued by the external appraisers. We evaluated the objectivity, independence and expertise of the external appraisers and read their terms of engagement to ascertain whether there are matters that might have affected the scope of their work and their objectivity.

We involved our internal real estate valuation specialists to assist us in assessing the reasonableness of the valuation model and the reasonableness of the significant assumptions and estimates by reference to historical rates and market data. Our procedures also included checking the reliability of property related data used by the external appraisers, assessing the appropriateness of the valuation techniques and basis for the significant assumptions and estimates used, including key valuation adjustments made by the external appraisers in response to the changes in market and economic conditions. We assessed the overall reasonableness of the movements in fair value of the investment properties. We also assessed the adequacy of disclosures relating to investment properties in the consolidated financial statements.

Other information

Sabana Real Estate Investment Management Pte. Ltd., the manager of the Trust (the "Manager"), is responsible for the other information contained in the annual report. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

We have obtained all other information prior to the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Manager for the financial statements

The Manager is responsible for the preparation and fair presentation of these financial statements in accordance with the recommendations of RAP 7 issued by the Institute of Singapore Chartered Accountants, and for such internal controls as the Manager determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Manager is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Manager either intends to terminate the Group or to cease operations of the Group, or has no realistic alternative but to do so.

The Manager's responsibilities include overseeing the Group's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITORS' REPORT

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Manager.
- Conclude on the appropriateness of the Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Manager regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide the Manager with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Manager, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Nelson Chen.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
13 February 2025

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

		Group		Trust	
	Note	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Non-current assets					
Investment properties	4	992,929	979,987	992,929	979,987
Subsidiaries	5	–	–	*	*
Derivative assets	6	–	1,210	–	1,210
		992,929	981,197	992,929	981,197
Current assets					
Derivative assets	6	707	1,445	707	1,445
Trade and other receivables	7	12,459	7,384	12,459	7,384
Cash and cash equivalents	8	18,482	16,065	18,482	16,065
		31,648	24,894	31,648	24,894
Total assets		1,024,577	1,006,091	1,024,577	1,006,091
Current liabilities					
Trade and other payables	9	18,577	23,218	18,586	23,227
Tax payable		584	556	584	556
Borrowings	10	8,000	104,541	8,000	104,541
Derivatives liabilities	6	117	–	117	–
Lease liabilities	21	1,963	1,812	1,963	1,812
Total current liabilities		29,241	130,127	29,250	130,136
Non-current liabilities					
Trade and other payables	9	14,088	14,322	14,088	14,322
Borrowings	10	340,994	210,829	340,994	210,829
Derivatives liabilities	6	288	–	288	–
Lease liabilities	21	75,066	74,275	75,066	74,275
Total non-current liabilities		430,436	299,426	430,436	299,426
Total liabilities		459,677	429,553	459,686	429,562
Net assets		564,900	576,538	564,891	576,529
Represented by:					
Unitholders' funds		564,900	576,538	564,891	576,529
Units issued ('000)	11	1,125,055	1,111,788	1,125,055	1,111,788
Net asset value ("NAV") per Unit (\$)		0.50	0.52	0.50	0.52

* Less than \$1,000

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF TOTAL RETURN

For the year ended 31 December 2024

		Group		Trust	
	Note	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Gross revenue	13	113,308	111,875	113,308	111,875
Property expenses	14	(55,856)	(56,901)	(55,856)	(56,901)
Net property income		57,452	54,974	57,452	54,974
Finance income		148	155	148	155
Finance costs		(17,862)	(13,382)	(17,862)	(13,382)
Finance costs relating to lease liabilities		(3,241)	(3,231)	(3,241)	(3,231)
Net finance costs	15	(20,955)	(16,458)	(20,955)	(16,458)
Manager's fees		(4,749)	(4,557)	(4,749)	(4,557)
Trustee's fees		(379)	(364)	(379)	(364)
Donation		(1)	(1)	(1)	(1)
Other trust expenses	16	(7,768)	(5,680)	(7,768)	(5,680)
		(12,897)	(10,602)	(12,897)	(10,602)
Net income		23,600	27,914	23,600	27,914
Net change in fair value of financial derivatives		(2,306)	(5,724)	(2,306)	(5,724)
Net change in fair value of investment properties		(9,339)	(3,562)	(9,339)	(3,562)
Total return for the year before taxation and distribution		11,955	18,628	11,955	18,628
Tax expense	17	(584)	(556)	(584)	(556)
Total return for the year after taxation and before distribution		11,371	18,072	11,371	18,072
Earnings per Unit (cents)					
Basic and diluted	18	1.01	1.64	1.01	1.64

The accompanying notes form an integral part of these financial statements.

DISTRIBUTION STATEMENTS

For the year ended 31 December 2024

	Group		Trust	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Amount available for distribution to Unitholders at beginning of the year	15,539	16,128	15,539	16,128
Amount retained for working capital	(3,994) ⁽¹⁾	–	(3,994) ⁽¹⁾	–
Amount available for distribution to Unitholders at beginning of the year after retention	11,545	16,128	11,545	16,128
Total return for the year after taxation and before distribution	11,955	18,628	11,955	18,628
Non-tax deductible/(chargeable) items:				
Amortisation of transaction costs	2,940	1,449	2,940	1,449
Trustee's fees	379	364	379	364
Net change in fair value of financial derivatives	2,306	5,724	2,306	5,724
Net change in fair value of investment properties	9,339	3,562	9,339	3,562
Effects of recognising rental income on a straight-line basis over the lease term	(332)	(79)	(332)	(79)
Finance costs relating to lease liabilities	3,241	3,231	3,241	3,231
Land rent paid on investment properties	(5,097)	(4,966)	(5,097)	(4,966)
Other items	10,853	5,801	10,853	5,801
Net effect of non-tax deductible items	23,629	15,086	23,629	15,086
Income available for distribution to Unitholders for the year before tax	35,584	33,714	35,584	33,714
Tax expense	(584)	(556)	(584)	(556)
Income available for distribution to Unitholders for the year after tax	35,000	33,158	35,000	33,158
Total amount available for distribution to Unitholders for the year	46,545	49,286	46,545	49,286

⁽¹⁾ An amount of approximately \$2,715,000, after tax deductions, has been retained for working capital and pertains to distributions for the period from 1 July 2023 to 31 December 2023. Additionally, approximately \$1,279,000, after tax deductions, is retained for working capital and pertains to distributions for the period from 1 January 2024 to 30 June 2024.

The accompanying notes form an integral part of these financial statements.

DISTRIBUTION STATEMENTS

For the year ended 31 December 2024

	Group		Trust	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Distribution of 1.46 cents per Unit for the period 1 July 2022 to 31 December 2022	–	(16,003)	–	(16,003)
Distribution of 1.61 cents per Unit for the period 1 January 2023 to 30 June 2023	–	(17,744)	–	(17,744)
Distribution of 1.15 cents per Unit for the period 1 July 2023 to 31 December 2023	(12,786)	–	(12,786)	–
Distribution of 1.34 cents per Unit for the period 1 January 2024 to 30 June 2024	(15,076)	–	(15,076)	–
	(27,862)	(33,747)	(27,862)	(33,747)
Amount available for distribution to Unitholders at end of the year ⁽¹⁾	18,683	15,539	18,683	15,539
Amount retained for working capital ⁽²⁾	3,403	3,271	3,403	3,271
Number of Units entitled to distributions ('000) (Note 11)	1,125,055	1,111,788	1,125,055	1,111,788
Distribution per Unit (cents)	2.86	2.76	2.86	2.76

⁽¹⁾ 13,266,912 Units (2023: 15,667,005 Units) amounting to approximately \$4,880,000 (2023: \$6,427,000) were issued by the Trust as part payment of distributions in respect of period from 1 July 2023 to 31 December 2023 (2023: 1 July 2022 to 30 June 2023), pursuant to the Distribution Reinvestment Plan.

⁽²⁾ An amount of approximately \$3,403,000 (2023: \$3,271,000), before tax deductions, has been retained for working capital and pertains to distributions for the period from 1 January 2024 to 31 December 2024 (2023: 1 July 2023 to 31 December 2023).

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF MOVEMENTS IN UNITHOLDERS' FUNDS

For the year ended 31 December 2024

	Group		Trust	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Unitholders' funds at beginning of the year	576,538	585,787	576,529	585,778
Operations				
Total return after taxation and before distribution	11,371	18,072	11,371	18,072
	587,909	603,859	587,900	603,850
Unitholders' transactions				
Distributions to Unitholders	(27,862)	(33,748)	(27,862)	(33,748)
Units issued through Distribution Reinvestment Plan	4,880	6,427	4,880	6,427
Equity issue costs pursuant to:				
- Distribution Reinvestment Plan	(27)	-	(27)	-
Net decrease in net assets resulting from Unitholders' transactions	(23,009)	(27,321)	(23,009)	(27,321)
Unitholders' funds at end of the year	564,900	576,538	564,891	576,529

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED PORTFOLIO STATEMENT

As at 31 December 2024

Group

Description of property	Type	Leasehold term ⁽¹⁾ (years)	Remaining lease term ⁽²⁾ (years)	Location
New Tech Park	High-tech industrial	45	31	151 Lorong Chuan, Singapore 556741
8 Commonwealth Lane	High-tech industrial	53	34	8 Commonwealth Lane, Singapore 149555
Frontech Centre	High-tech industrial	99	36	15 Jalan Kilang Barat, Singapore 159357
1 Tuas Avenue 4	High-tech industrial	51	22	1 Tuas Avenue 4, Singapore 639382
BTC Centre	High-tech industrial	50	32	23 Serangoon North Avenue 5, Singapore 554530
508 Chai Chee Lane	High-tech industrial	59	35	508 Chai Chee Lane, Singapore 469032
33, 33A & 35 Penjuru Lane	Chemical warehouse & logistics	61	24	33, 33A & 35 Penjuru Lane, Singapore 609200/609758/609202
18 Gul Drive	Chemical warehouse & logistics	33	14	18 Gul Drive, Singapore 629468
Penjuru Logistics Hub	Warehouse & logistics	30	8	34 Penjuru Lane, Singapore 609201
Freight Links Express Logisticcentre	Warehouse & logistics	60	30	51 Penjuru Road, Singapore 609143
26 Loyang Drive	Warehouse & logistics	48	29	26 Loyang Drive, Singapore 508970

Balance carried forward

* Property under asset enhancement initiative. Completed on 9 July 2024

The accompanying notes form an integral part of these financial statements.

Committed occupancy rate as at		Carrying amount as at		% of net assets attributable to Unitholders as at	
31 December 2024	31 December 2023	31 December 2024	31 December 2023	31 December 2024	31 December 2023
%	%	\$'000	\$'000	%	%
82	78	361,700	362,700	64.0	62.9
76	82	54,700	54,300	9.7	9.4
97	89	22,500	22,500	4.0	3.9
64	—*	24,100	21,000	4.3	3.6
66	66	42,300	42,200	7.5	7.3
99	99	71,000	68,000	12.6	11.8
74	100	42,000	42,000	7.4	7.3
100	100	19,000	19,000	3.4	3.3
99	94	29,000	29,900	5.1	5.2
93	93	31,300	31,000	5.5	5.4
100	100	27,600	26,900	4.9	4.7
		725,200	719,500	128.4	124.8

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED PORTFOLIO STATEMENT

As at 31 December 2024

Group (continued)

Description of property	Type	Leasehold term ⁽¹⁾ (years)	Remaining lease term ⁽²⁾ (years)	Location
Balance brought forward				
3A Joo Koon Circle	Warehouse & logistics	60	23	3A Joo Koon Circle, Singapore 629033
2 Toh Tuck Link	Warehouse & logistics	60	32	2 Toh Tuck Link, Singapore 596225
10 Changi South Street 2	Warehouse & logistics	57	27	10 Changi South Street 2, Singapore 486596
123 Genting Lane	General industrial	60	17	123 Genting Lane, Singapore 349574
30 & 32 Tuas Avenue 8	General industrial	60	32	30 & 32 Tuas Avenue 8, Singapore 639246/639247
39 Ubi Road 1	General industrial	60	27	39 Ubi Road 1, Singapore 408695
21 Joo Koon Crescent	General industrial	60	29	21 Joo Koon Crescent, Singapore 629026

Investment properties – Fair value

Investment properties – Right-of-use assets

Total investment properties

Other assets and liabilities

Net assets attributable to Unitholders' Funds

⁽¹⁾ Includes the period covered by the relevant options to renew.

⁽²⁾ Remaining lease term includes optional lease term.

The accompanying notes form an integral part of these financial statements.

Committed occupancy rate as at		Carrying amount as at		% of net assets attributable to Unitholders as at	
31 December 2024	31 December 2023	31 December 2024	31 December 2023	31 December 2024	31 December 2023
%	%	\$'000	\$'000	%	%
		725,200	719,500	128.4	124.8
96	96	36,500	34,400	6.5	6.0
77	76	30,200	31,300	5.3	5.4
100	100	46,900	37,900	8.3	6.6
100	98	17,400	17,200	3.1	3.0
–	100	23,600	28,900	4.2	5.0
99	99	19,200	19,100	3.4	3.3
100	100	16,900	15,600	3.0	2.7
		915,900	903,900	162.2	156.8
		77,029	76,087	13.6	13.2
		992,929	979,987	175.8	170.0
		(428,029)	(403,449)	(75.8)	(70.0)
		564,900	576,538	100.0	100.0

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED PORTFOLIO STATEMENT

As at 31 December 2024

Group (continued)

As disclosed in the Statements of Financial Position:

	Carrying amount as at	
	31 December 2024	31 December 2023
	\$'000	\$'000
Investment properties – non-current	992,929	979,987

The carrying amount of the investment properties as at 31 December 2024 were based on full independent valuations undertaken by Jones Lang LaSalle Property Consultants Pte Ltd and CBRE Pte Ltd (31 December 2023: Full independent valuations undertaken by Cushman & Wakefield VHS Pte Ltd. and Savills Valuation And Professional Services (S) Pte Ltd.). Valuations are determined in accordance with the Trust Deed, which requires the investment properties to be valued by independent registered valuers at least once a year, in accordance with the Code on Collective Investment schemes issued by the Monetary Authority of Singapore.

The independent valuers have appropriate professional qualifications and recent experiences in the locations and category of the properties being valued. The valuations for these properties were based on the direct comparison method, capitalisation approach and discounted cashflow analysis in arriving at the open market value as at the reporting date. Refer to Note 4 for the key assumptions used to determine the fair value of these investment properties and the net change in fair value of the portfolio. The Manager has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of the current market conditions.

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	Note	Group 2024 \$'000	2023 \$'000
Cash flows from operating activities			
Total return for the year before taxation and distribution		11,955	18,628
Adjustments for:			
Net change in fair value of financial derivatives		2,306	5,724
Net change in fair value of investment properties		9,339	3,562
Net finance costs		20,955	16,458
		44,555	44,372
Change in trade and other receivables		(4,936)	(2,182)
Change in trade and other payables		(4,161)	2,139
		35,458	44,329
Cash generated from operations		88	155
Interest on late payment of rent received		35,546	44,484
Net cash from operating activities			
Cash flows from investing activities			
Capital expenditure on investment properties		(13,755)	(16,700)
Payment of upfront land premium		(7,979)	–
Interest income received		60	–
Net cash used in investing activities		(21,674)	(16,700)
Cash flows from financing activities			
Proceeds from borrowings		233,000	33,000
Repayment of borrowings		(198,000)	(8,000)
Transaction costs paid		(2,949)	–
Payment of lease liabilities		(1,856)	(1,736)
Finance costs relating to lease liabilities		(3,241)	(3,231)
Finance costs paid		(15,400)	(12,440)
Distributions paid		(23,009)	(27,321)
Net cash used in financing activities		(11,455)	(19,728)
Net increase in cash and cash equivalents		2,417	8,056
Cash and cash equivalents at beginning of the year		16,065	8,009
Cash and cash equivalents at end of the year	8	18,482	16,065

Significant non-cash transactions

13,266,912 Units (2023: 15,667,005 Units) amounting to approximately \$4,880,000 (2023: \$6,427,000) were issued by the Trust as part payment of distributions in respect of period from 1 July 2023 to 31 December 2023 (2023: 1 July 2022 to 30 June 2023), pursuant to the Distribution Reinvestment Plan.

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. GENERAL

Sabana Industrial Real Estate Investment Trust (the "Trust") is a Singapore-domiciled unit trust constituted pursuant to the trust deed dated 29 October 2010 (as amended by the First Supplemental Deed dated 2 December 2010, the First Amending and Restating Deed dated 24 February 2016, the Second Amending and Restating Deed dated 24 March 2016, the Second Supplemental Deed dated 6 May 2019, the Third Amending and Restating Deed dated 7 April 2020 and the Third Supplemental Deed dated 21 October 2021) (collectively, the "Trust Deed") between the Manager and Trustee. The Trust Deed is governed by the laws of the Republic of Singapore. The Trustee is under a duty to take into custody and hold the assets of the Trust held by it or through its subsidiaries (collectively, the "Group") in trust for the holders ("Unitholders") of units in the Trust (the "Units").

The Trust was a dormant private trust from the date of constitution until its acquisition of properties on 26 November 2010. It was formally admitted to the Official List of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 26 November 2010 and was included in the Central Provident Fund ("CPF") Investment Scheme on 26 November 2010.

The financial statements of the Group as at and for the year ended 31 December 2024 comprise the Trust and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

The principal activity of the Trust is to invest in income producing real estate used for industrial purposes in Asia, as well as real estate-related assets. The principal activities of the subsidiaries are set out on Note 5 of the financial statements.

The Trust has entered into several service agreements in relation to the management of the Trust and its property operations. The fee structures of these services are as follows:

1.1 Property Manager's fees

The Property Manager is entitled under the Property Management Agreement to the following management fees on each property of the Group located in Singapore under its management:

- a property management fee of 2.0% per annum of gross revenue of each property; and
- a lease management fee of 1.0% per annum of gross revenue of each property.

The property management fee and the lease management fee are payable to the Property Manager in the form of cash.

1.2 Manager's fees

Pursuant to the Trust Deed, the Manager is entitled to the following manager's fees:

- a base fee not exceeding the rate of 0.5% per annum of the value of the gross assets of the Group ("Deposited Property"); and
- a performance fee equal to 0.5% per annum (or such lower percentage as may be determined by the Manager in its absolute discretion) of the Group's Net Property Income in the relevant financial year, provided that the Group achieves an annual growth in distribution per Unit ("DPU") of at least 10.0% over the previous financial year (calculated after accounting for the performance fee (if any) for that financial year and after adjusting, at the discretion of the Manager, for any new Units arising from the conversion or exercise of any instruments convertible into Units which are outstanding at the time of calculation, and any rights or bonus issue, consolidation, subdivision or buy-back of Units).

The Manager has elected to receive 100.0% of the base fee in cash for both financial years ended 31 December 2024 and 31 December 2023.

1.3 Trustee's fees

Pursuant to the Trust Deed, the Trustee's fee shall not exceed 0.25% per annum of the value of the Deposited Property (subject to a minimum of \$25,000 per month), excluding out-of-pocket expenses and goods and services tax ("GST").

The actual fee payable will be determined between the Manager and the Trustee from time to time.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. GENERAL (CONTINUED)

1.4 Acquisition fees

Pursuant to the Trust Deed, the Manager is entitled to acquisition fees of 1.0% (or such lower percentage as may be determined by the Manager), of each of the following:

- the acquisition price of any real estate purchased, whether directly or indirectly through one or more Special Purpose Vehicles ("SPVs") by the Trust;
- the underlying value of any real estate which is taken into account when computing the acquisition price payable for the equity interests of any holding directly or indirectly the real estate, purchased whether directly or indirectly through one or more SPVs, by the Trust; and
- the acquisition price of any investment purchased by the Trust, whether directly or indirectly through one or more SPVs, in any debt securities in any property corporation or other SPV owning or acquiring real estate or any debt securities which are secured directly or indirectly by the rental income from real estate.

1.5 Divestment fees

Pursuant to the Trust Deed, the Manager is entitled to divestment fees of 0.5% (or such lower percentage as may be determined by the Manager) of each of the following:

- the sale price of real estate sold or divested, whether directly or indirectly through one or more SPVs by the Trust;
- the underlying value of any real estate which is taken into account when computing the sale price for the equity interests of any holding directly or indirectly the real estate, divested whether directly or indirectly through one or more SPVs, by the Trust; and
- the sale price of any investment sold by the Trust, whether directly or indirectly through one or more SPVs, in any debt securities in any property corporation or other SPV owning or acquiring real estate or any debt securities which are secured directly or indirectly by the rental income from real estate.

2. BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements have been prepared in accordance with the Statement of Recommended Accounting Practice 7 *Reporting Framework for Investment Funds* ("RAP 7") issued by the Institute of Singapore Chartered Accountants ("ISCA"), and the applicable requirements of the Code on Collective Investment Schemes (the "CIS Code") issued by the Monetary Authority of Singapore ("MAS") and the provisions of the Trust Deed. RAP 7 requires the accounting policies to generally comply with the recognition and measurement principles of Singapore Financial Reporting Standards ("FRS"). The related changes to accounting policies are described in Note 2.4.

2.2 Basis of measurement

The financial statements have been prepared on a historical cost basis except for the investment properties and financial derivatives which are stated at fair value as set out in the accounting policies described in Notes 3.2 and 3.4.

2.3 Functional and presentation currency

These financial statements are presented in Singapore dollars which is the Trust's functional currency. All financial information presented in Singapore dollars have been rounded to the nearest thousand, unless otherwise stated.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

2. BASIS OF PREPARATION (CONTINUED)

2.3 Functional and presentation currency (continued)

Information about significant areas of estimation uncertainty and critical judgements that have a significant risk of resulting in a material adjustment within the next financial year is included in the following note:

- Note 2.5 – Going concern
- Note 4 – Investment properties
- Note 6 – Derivative financial instruments
- Note 10 – Borrowings

2.4 Changes in accounting policies

New standards and amendments

The Group has applied the following FRSs, amendments to and interpretations of FRS for the first time for the annual period beginning on 1 January 2024:

- *Amendments to FRS 1: Classification of Liabilities as Current or Non-current*
- *Amendments to FRS 1: Non-current Liabilities with Covenants*

The application of these amendments to standards and interpretations does not have a material effect on the financial statements.

2.5 Going concern

As at 31 December 2024, the Group is in a net current assets of \$2.4 million (31 December 2023: net current liabilities of \$105.2 million).

As described in Note 25, there is a material uncertainty that may cast significant doubt on the ability of the Group and the Trust to continue as a going concern depending on the outcome of the internalisation of the Manager ("Internalisation").

Notwithstanding the above, the financial statements has been prepared on a going concern basis as the Manager believes that the Group will be able to meet its funding requirements to enable continuation of its operations for the next twelve months.

In assessing the appropriateness of the going concern assumption, management has considered the consequences of various events and conditions (please refer to note 25), and exercised judgement which includes legal and regulatory requirements, conditions and timing for triggering of the loan review event in determining whether they create a material uncertainty that casts significant doubt upon the Group and Trust ability to continue as a going concern.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

3.1 Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

(ii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.1 Basis of consolidation (continued)

(iii) Subsidiaries in the separate financial statements

Investments in subsidiaries are stated in the Trust's Statement of Financial Position at cost less accumulated impairment losses.

3.2 Investment properties

Investment properties are properties held either to earn rental income or capital appreciation or both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost at initial recognition and subsequently at fair value with any changes therein recognised in the Statements of Total Return.

Fair value is determined in accordance with the Trust Deed, which requires the investment properties to be valued by independent registered valuers in such manner and frequency required under Appendix 6 of the CIS Code issued by the MAS ("Property Funds Appendix").

Fair value changes are recognised in the Statements of Total Return. When an investment property is disposed of, the resulting gain or loss is recognised in the Statements of Total Return as the difference between net disposal proceeds and the carrying amount of the property.

Subsequent expenditure relating to investment properties that have already been recognised is added to the carrying amount of the assets when it is probable that future economic benefits, in excess of originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

Investment properties are not depreciated. The properties are subject to continuing maintenance and are regularly revalued on the basis described above. For taxation purpose, the Group may claim capital allowances on assets that qualify as plant and machinery under the Singapore Income Tax Act.

3.3 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(i) As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use ("ROU") asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

For ROU assets that meet the definition of investment property, the Group applies the fair value model in FRS 40 Investment Property to these assets with any change therein being recognised in the Statements of Total Return and adjusted for certain remeasurement of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.3 Leases (continued)

(i) As a lessee (continued)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments; and
- variable lease payments that depends on an index or a rate, initially measured using index or rate as at the commencement date

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate.

(ii) As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

The Group recognises lease payments received from investment property under operating leases as income on a straight-line basis over the lease term as part of 'revenue' (see Note 3.7).

3.4 Financial instruments

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, the Group classifies financial assets as measured at amortised cost or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest income on the principal amount outstanding.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.4 Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to the Manager. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether the Manager's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Manager;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed.
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held-for-trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest income

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest income' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest income, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.4 Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest income (continued)

A prepayment feature is consistent with the solely payments of principal and interest income criterion if the prepayment amount substantially represents unpaid amounts of principal and interest income on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest expense (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Non-derivative financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest rate method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the Statements of Total Return. Any gain or loss on derecognition is recognised in the Statements of Total Return.

Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost. They are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognised in the Statements of Total Return.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

(iii) Derecognition

Financial assets

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
 - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
 - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Transferred assets are not derecognised when the Group enters into transactions whereby it transfers assets recognised in its Statements of Financial Position, but retains either all or substantially all of the risks and rewards of the transferred assets.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in the Statements of Total Return.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.4 Financial instruments (continued)

(iii) Derecognition (continued)

Interest rate benchmark reform

When the basis for determining the contractual cash flows of a financial asset or financial liability measured at amortised cost changes as a result of interest rate benchmark reform, the Group updates the effective interest rate of the financial asset or financial liability to reflect the change that is required by the reform. No immediate gain or loss is recognised.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if the following conditions are met:

- the change is necessary as a direct consequence of the reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis – i.e. the basis immediately before the change.

When changes were made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, the Group first updates the effective interest rate of the financial asset or financial liability to reflect the change that is required by interest rate benchmark reform. After that, the Group applies the policies on accounting for modifications to the additional changes.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits with financial institutions that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

(vi) Derivative financial instruments

The Group holds derivative financial instruments to economically hedge its interest rate risk exposure. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value and any directly attributable transaction costs are recognised in the Statements of Total Return as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the Statements of Total Return.

3.5 Impairment

(i) Non-derivative financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on financial assets measured at amortised cost and lease receivables.

Lease receivables are disclosed as part of trade and other receivables.

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.5 Impairment (continued)

(i) Non-derivative financial assets (continued)

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables (including lease receivables). The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

The Group applies the general approach to provide for ECLs on all other financial instruments. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.5 Impairment (continued)

(i) Non-derivative financial assets (continued)

Presentation of allowance for ECLs in the statements of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of these assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than investment properties, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

Impairment losses are recognised in the Statements of Total Return. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.6 Issue expenses

Issue expenses relate to expenses incurred in connection with the issue of Units. Such expenses are deducted directly against Unitholders' funds.

3.7 Revenue recognition

Rental income from operating leases

Rental income receivable under operating leases from investment properties is recognised in the Statements of Total Return on a straight-line basis over the term of the lease, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives granted are recognised as an integral part of total rental to be received.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.8 Expenses

(i) Property expenses

Included in property expenses are property management fee and lease management fee under the Property Management Agreement, which are based on the applicable formula stipulated in Note 1.1, reimbursable expenses payable to the Property Manager and other property expenses in relation to the investment properties.

Property expenses are recognised as and when incurred and recorded on an accrual basis.

(ii) Manager's fees

Manager's fees are recognised as and when services are rendered and recorded on an accrual basis using the applicable formula stipulated in Note 1.2.

(iii) Trustee's fees

Trustee's fees are recognised as and when services are rendered and recorded on an accrual basis using the applicable formula stipulated in Note 1.3.

3.9 Finance income and finance costs

Finance income comprises interest income. Finance costs comprise interest expense on borrowings, amortisation of transaction costs, interest from lease liabilities and agent fees.

Finance income or costs is recognised using the effective interest rate method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- (i) the gross carrying amount of the financial asset; or
- (ii) the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in Statements of Total Return using the effective interest rate method.

3.10 Tax

Tax expense comprises current and deferred tax. Current and deferred tax are recognised in the Statements of Total Return except to the extent that it relates to a business combination, or items recognised directly in Unitholders' funds.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under *FRS 37 Provisions, Contingent Liabilities and Contingent Assets*.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.10 Tax (continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. For investment property that is measured at fair value, the presumption that the carrying amount of the investment property will be recovered through sale has not been rebutted. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Trust and its subsidiaries. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

The Inland Revenue Authority of Singapore ("IRAS") had issued a tax ruling on the taxation of the Trust for income earned and expenditure incurred after its listing on the SGX-ST. Subject to meeting the terms and conditions of the tax ruling issued by IRAS, the Trustee is not subject to tax on the taxable income of the Trust, which includes profit distributions from liquid Islamic debt securities such as Sukuk that the Trust may invest in, provided that at least 90.0% of the taxable income of the Trust is distributed within the year in which the income is derived (the "tax transparency treatment"). Instead, the Trustee and the Manager will deduct income tax at the prevailing corporate tax rate (currently 17.0%) from the distributions made to Unitholders that are made out of the taxable income of the Trust, except:

- where the beneficial owners are individuals (whether resident or non-resident) who receive such distributions as investment income (excluding income received through a partnership) or Qualifying Unitholders, the Trustee and the Manager will make the distributions to such Unitholders without deducting any income tax; or
- where the beneficial owners are Qualifying Foreign Non-Individual Unitholders and Qualifying Foreign Funds, the Trustee and the Manager will deduct Singapore income tax at the reduced rate of 10.0% for distributions made up to 31 March 2025, unless concession is extended.

A Qualifying Unitholder is a Unitholder who is:

- a company which is incorporated and tax resident in Singapore;
- a Singapore branch of companies incorporated outside Singapore;
- a non-corporate constituted or registered in Singapore such as town councils, statutory boards, charities registered under the Charities Act (Cap. 37) or established by any written law, co-operative societies registered under the Co-operative Societies Act (Cap. 62) or trade unions registered under the Trade Unions Act (Cap. 333);

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.10 Tax (continued)

- a Central Provident Fund ("CPF") member who uses his CPF funds under the CPF Investment Scheme and where the distributions received are returned to the CPF accounts;
- an individual who uses his Supplementary Retirement Scheme ("SRS") funds and where the distributions received are returned to the SRS accounts;
- an international organisation that is exempt from tax on such distributions by reason of an order made under the International Organisations (Immunities and Privileges) Act (Cap. 145); and
- a real estate investment trust exchange-traded fund ("REIT ETFs") which has been accorded the tax transparency treatment.

A Qualifying Foreign Non-Individual Unitholder is one which is not a resident of Singapore for income tax purposes and:

- who does not have a permanent establishment in Singapore; or
- who carries on any operation in Singapore through a permanent establishment in Singapore where the funds used to acquire the Units are not obtained from that operation in Singapore.

A Qualifying Foreign Funds is one that qualifies for tax exemption under section 13D, 13U, or 13V of the Income Tax Act, is not a resident of Singapore for income tax purposes and:

- (a) does not have a permanent establishment in Singapore (other than a fund manager in Singapore); or
- (b) carries on any operation in Singapore through a permanent establishment in Singapore (other than a fund manager in Singapore), where the funds used to acquire the Units are not obtained from that operation in Singapore.

The above tax transparency ruling does not apply to gains or profits from sale of real estate properties, if considered to be trading gains derived from a trade or business carried on by the Trust. Tax on such gains or profits will be assessed, in accordance with section 10(1)(a) of the Income Tax Act, Chapter 134 of Singapore and collected from the Trustee. Where the gains are capital gains, they are not subject to tax and the Trustee and the Manager may distribute the capital gains without having to deduct tax at source.

3.11 Earnings per Unit

The Group presents basic and diluted earnings per Unit ("EPU") data for its Units. Basic EPU is calculated by dividing the total return attributable to Unitholders of the Group by the weighted average number of ordinary Units outstanding during the year. Diluted EPU is determined by adjusting the total return attributable to Unitholders and the weighted average number of Units outstanding for the effects of all dilutive potential Units.

3.12 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Manager's senior management to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Manager's senior management include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

3.13 New standards and interpretations not adopted

A number of new standards, interpretations and amendments to standards are not yet effective and have not been applied in preparing these financial statements. An explanation of the impact, if any, on adoption of these new requirements is provided in note 24.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

4. INVESTMENT PROPERTIES

Investment properties

	31 December 2024		
	Fair value \$'000	ROU assets \$'000	Total \$'000
Group and Trust			
Balance at beginning of the year	903,900	76,087	979,987
Capital expenditure	11,026	–	11,026
Straight-line adjustments in accordance with FRS 116	332	–	332
Net change in fair value of investment properties	(7,483)	(1,856)	(9,339)
Remeasurement of ROU assets	–	2,798	2,798
Capitalisation of leasing commission	617	–	617
Amortisation of leasing commission	(471)	–	(471)
Payment of upfront land premium	7,979	–	7,979
Balance at end of the year	915,900	77,029	992,929
	31 December 2023		
	Fair value \$'000	ROU assets \$'000	Total \$'000
Group and Trust			
Balance at beginning of the year	885,700	76,479	962,179
Capital expenditure	19,409	–	19,409
Straight-line adjustments in accordance with FRS 116	79	–	79
Net change in fair value of investment properties	(1,826)	(1,736)	(3,562)
Remeasurement of ROU assets	–	1,344	1,344
Capitalisation of leasing commission	1,173	–	1,173
Amortisation of leasing commission	(635)	–	(635)
Balance at end of the year	903,900	76,087	979,987

Details of the investment properties are shown in the Consolidated Portfolio Statement.

Security

As at 31 December 2024, all investment properties of the Group and the Trust are subject to a negative pledge in connection with the borrowing facilities. (31 December 2023: all investment properties of the Group and the Trust are subject to a negative pledge in connection with the borrowing facilities.)

Measurement of fair value

Investment properties

Investment properties are stated at fair value based on valuations performed by independent professional valuers having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The fair values are based on open market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and willing seller in an arm's length transaction wherein the parties had each acted knowledgeably prudently and without compulsion.

In determining the fair value, the valuers have used valuation techniques which involve certain estimates. In relying on the valuation reports, the Manager has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of current market conditions. The valuation reports are prepared in accordance with recognised appraisal and valuation standards. The estimates underlying the valuation techniques in the next financial year may differ from current estimates, which may result in valuations that may be materially different from the valuations as at reporting date.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

4. INVESTMENT PROPERTIES (CONTINUED)

Measurement of fair value (continued)

The valuers have considered the capitalisation approach, discounted cash flow, direct comparison methods and/or residual method in arriving at the open market value as at the reporting date. The capitalisation approach capitalises an income stream into a present value using single-year capitalisation rates. The income stream used is adjusted to market rentals currently being achieved within comparable investment properties and recent leasing transactions achieved within the investment properties. The discounted cash flow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return ("Discount Rate") to arrive at the market value. The discounted cash flow method requires the valuer to assume a rental growth rate indicative of market and the selection of a Discount Rate consistent with current market requirements. The direct comparison method considered transacted prices of comparable properties. The residual method considered the gross development value and development costs to completion to arrive at the market value.

The Group's investment properties are carried at fair value based on Level 3 of the fair value hierarchy as inputs are unobservable.

Fair value hierarchy

The table below analyses investment properties carried at fair value. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical investment properties that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the investment properties, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: unobservable inputs for the investment properties.

The following table shows the key unobservable inputs used in the valuation models for investment properties and investment property held for divestment:

Type	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Investment properties	• Capitalisation rates from 5.50% to 6.50% (2023: 5.50% to 6.25%) • Discount rate of 7.25% to 8.25% (2023: 7.25% to 7.50%) • Terminal yield rates from 5.75% to 6.75% (2023: 5.75% to 6.25%) • Vacancy assumption rates from 1.00% to 5.00% (2023: 0.00% to 9.70%) • Rental growth rates from 1.39% to 3.00% (2023: 1.95% to 9.96%) • Estimated gross development value of Nil (2023: \$31.9 million) and related costs of Nil (2023: \$18.0 million) for a certain property	The estimated fair value of investment properties would increase/(decrease) if: • the capitalisation rates were lower/(higher); or • the discount rates were lower/(higher); or • the terminal yield rates were lower/(higher); or • the vacancy assumption rates were lower/(higher); or • the rental growth rates were higher/(lower); or • the estimated gross development value were higher/(lower) and related costs were lower/(higher) for a certain property.

The direct comparison method considered transacted prices of comparable properties. The estimated fair value of investment properties would increase/(decrease) when the transacted prices of comparable properties are higher/(lower).

The residual method considered the gross development value and related costs for 1 Tuas Avenue 4. The estimated fair value of the investment property would increase/(decrease) when the gross development value and the development cost to completion are higher/(lower).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

5. SUBSIDIARIES

	Trust	
	2024	2023
	\$'000	\$'000
Equity investments at cost	*	*

* Less than \$1,000

Details of the subsidiaries of the Group are as follows:

Name of subsidiaries	Principal activities	Country of incorporation	Effective equity interest held by the Group	
			2024	2023
Sabana Sukuk Pte. Ltd. ⁽¹⁾	Provision of treasury services	Singapore	100%	100%
SabNewCo Pte. Ltd.	Property fund management (including REIT management and direct property fund management)	Singapore	100%	–

⁽¹⁾ Audited by EY LLP Singapore.

6. DERIVATIVE FINANCIAL INSTRUMENTS

	Group		Trust	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Non-current assets				
Interest rate swaps at fair value through Statements of Total Return	–	1,210	–	1,210
Current assets				
Interest rate swaps at fair value through Statements of Total Return	707	1,445	707	1,445
Non-current liabilities				
Interest rate swaps at fair value through Statements of Total Return	(288)	–	(288)	–

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

6. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

	Group		Trust	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Current liabilities				
Interest rate swaps at fair value through Statements of Total Return	(117)	–	(117)	–
Total derivative financial instruments	302	2,655	302	2,655
Derivative financial instruments as a percentage of net assets	0.05%	0.46%	0.05%	0.46%

The Group uses interest rate swaps to manage its exposure to interest rate movements on its floating rate bearing loan facilities by swapping the interest rates on a proportion of these term loans from floating rates to fixed rates.

Interest rate swaps with a total notional amount of \$160.0 million (31 December 2023: \$242.5 million) had been entered into at the reporting date to provide fixed rate funding for terms of up to 3 years (31 December 2023: up to 3 years).

The fair value of interest rate swaps is based on broker quotes at the reporting date. These quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument and include adjustments to take into account of the credit risk of the Group, and counterparties when appropriate.

Offsetting financial assets and financial liabilities

The Group's derivative transactions are entered into under International Derivatives Swaps and Dealers Association ("ISDA") Master Netting Agreements. The ISDA does not meet the criteria for offsetting in the Statements of Financial Position. This is because it creates a right of set-off of recognised amounts that is enforceable only following an event of default, insolvency or bankruptcy of the Group or the counterparties. In addition, the Group and its counterparties do not intend to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

As at 31 December 2024 and 31 December 2023, the Group's derivative assets and liabilities do not have any balances that are eligible for offsetting under the enforceable master netting arrangement.

7. TRADE AND OTHER RECEIVABLES

	Group		Trust	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Trade receivables, gross	4,151	3,149	4,151	3,149
Less: Impairment losses on trade receivables	(3,210)	(2,067)	(3,210)	(2,067)
Trade receivables, net	941	1,082	941	1,082
Other receivables	3,869	5,647	3,869	5,647
Deposit	6,804	548	6,804	548
	11,614	7,277	11,614	7,277
Prepayment	845	107	845	107
	12,459	7,384	12,459	7,384

The exposures of the Group and the Trust to credit risk and impairment losses related to trade and other receivables, excluding prepayments, are disclosed in Note 12.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

8. CASH AND CASH EQUIVALENTS

	Group		Trust	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Short-term deposits	5,000	–	5,000	–
Bank balances	13,482	16,065	13,482	16,065
	<u>18,482</u>	<u>16,065</u>	<u>18,482</u>	<u>16,065</u>

Bank balances earns interest at floating rates based on daily bank deposit rates ranging from 2.95% to 3.40% (FY23: nil) per annum. Short-term deposits placed for varying periods depending on the immediate cash requirements of the Group and Trust and earn interest at the respective short-term deposit rates. The weighted average effective interest rate for short-term deposits is 3.16% (FY23: nil) per annum.

9. TRADE AND OTHER PAYABLES

	Group		Trust	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Amount due to related parties, trade	1,167	1,565	1,183	1,580
Trade payables	517	6,213	517	6,213
Security deposits	19,132	17,588	19,132	17,588
Rental received in advance	294	224	294	225
Retention sums	1,067	939	1,067	939
Finance costs payable to:				
– non-related parties	2,124	1,282	2,124	1,282
Accrued operating expenses	6,429	4,774	6,429	4,774
Others	1,935	4,955	1,928	4,948
	<u>32,665</u>	<u>37,540</u>	<u>32,674</u>	<u>37,549</u>
Current	18,577	23,218	18,586	23,227
Non-current	14,088	14,322	14,088	14,322
	<u>32,665</u>	<u>37,540</u>	<u>32,674</u>	<u>37,549</u>

Outstanding balances with related parties are unsecured.

The exposures of the Group and Trust to liquidity risk related to trade and other payables are disclosed in Note 12.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

10. BORROWINGS

		Group		Trust	
	Note	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Unsecured borrowings					
Unsecured Term Loan Facility ⁽¹⁾	(a)	–	100,000	–	100,000
Unsecured Revolving Loan Facility ⁽¹⁾	(b)	8,000	5,000	8,000	5,000
Less: Unamortised capitalised transaction costs		–	(459)	–	(459)
Total current borrowings		8,000	104,541	8,000	104,541
Unsecured borrowings					
Unsecured Term Loan Facility ⁽¹⁾	(a)	175,000	193,000	175,000	193,000
Unsecured Revolving Loan Facility ⁽¹⁾	(b)	70,000	20,000	70,000	20,000
Guaranteed Bond Facility	(c)	100,000	–	100,000	–
Less: Unamortised capitalised transaction costs		(4,006)	(2,171)	(4,006)	(2,171)
Total non-current borrowings		340,994	210,829	340,994	210,829
Total borrowings		348,994	315,370	348,994	315,370

⁽¹⁾ All the borrowings have a nominal interest rate of Singapore Overnight Rate Average + Margin (31 December 2023: a nominal interest rate of Singapore Overnight Rate Average + Margin)

The fair values of the fixed rate and floating rate borrowings are estimated using the discounted cash flow technique. Future cash flows are based on management's best estimates and the discount rate is based on a market-related rate for a similar instrument at the reporting date.

The carrying amounts of floating rate borrowings which are repriced within 3 months from the reporting date approximate their fair values.

All the unsecured borrowings are subject to the following covenants:

- **Aggregate Leverage:** The Borrower shall ensure and procure that the ratio of the consolidated total borrowings to the consolidated deposited property shall not at any time be more than 50%. The aggregate leverage ratio was 37.4% as at 31 December 2024 (2023: 34.3%)
- **Interest Coverage Ratio:** The Borrower shall ensure that the interest coverage ratio shall not be less than 2.5 times, based on the interest coverage ratio definition in Appendix 6 of the Code on Collective Investment Schemes. The interest coverage ratio was 3.0 times as at 31 December 2024 (2023: 3.5 times).
- **Consolidated Total Assets:** The Borrower shall ensure and procure that the consolidated total assets of the group shall not be less than \$800.0 million.

All covenants are tested half-yearly, at 30 June and 31 December. The Group has complied with these covenants throughout the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

10. BORROWINGS (CONTINUED)

Terms and borrowings repayment schedule

Terms and conditions of outstanding borrowings are as follows:

	Currency	Nominal interest rate %	Year of maturity	Face value \$'000	Carrying amount \$'000
Group					
2024					
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2025	8,000	8,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2026	50,000	49,612
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2026	25,000	25,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2027	50,000	49,431
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2027	20,000	20,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2028	75,000	74,099
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2028	25,000	25,000
Guaranteed Bond Facility	SGD	4.15%	2029	100,000	97,852
				<u>353,000</u>	<u>348,994</u>
2023					
Unsecured Term Loan Facility	SGD	SORA*+Margin	2024	100,000	99,541
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2024	5,000	5,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2025	75,000	74,421
Unsecured Term Loan Facility	SGD	SORA*+Margin	2025	18,000	17,928
Unsecured Term Loan Facility	SGD	SORA*+Margin	2026	50,000	49,297
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2026	20,000	20,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2027	50,000	49,183
				<u>318,000</u>	<u>315,370</u>
Trust					
2024					
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2025	8,000	8,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2026	50,000	49,612
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2026	25,000	25,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2027	50,000	49,431
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2027	20,000	20,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2028	75,000	74,099
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2028	25,000	25,000
Guaranteed Bond Facility	SGD	4.15%	2029	100,000	97,852
				<u>353,000</u>	<u>348,994</u>
2023					
Unsecured Term Loan Facility	SGD	SORA*+Margin	2024	100,000	99,541
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2024	5,000	5,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2025	75,000	74,421
Unsecured Term Loan Facility	SGD	SORA*+Margin	2025	18,000	17,928
Unsecured Term Loan Facility	SGD	SORA*+Margin	2026	50,000	49,297
Unsecured Revolving Loan Facility	SGD	SORA*+Margin	2026	20,000	20,000
Unsecured Term Loan Facility	SGD	SORA*+Margin	2027	50,000	49,183
				<u>318,000</u>	<u>315,370</u>

* Singapore Overnight Rate Average/Swap Offer Rate

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

10. BORROWINGS (CONTINUED)

Terms and borrowings repayment schedule (continued)

(a) Unsecured Term Loan Facility

As of 31 December 2024, the outstanding unsecured Term Loan Facility consisted of:

- (i) 4-year term loan facilities of \$50.0 million maturing in March 2026.
- (ii) 5-year term loan facilities of \$50.0 million maturing in March 2027.
- (iii) 4-year term loan facilities of \$75.0 million maturing in May 2028.

As of 31 December 2023, the outstanding unsecured Term Loan Facility consisted of:

- (i) 3-year term loan facilities of \$100.0 million maturing in October 2024.
- (ii) 4-year term loan facilities of \$75.0 million maturing in October 2025.
- (iii) 4-year term loan facilities of \$18.0 million maturing in November 2025.
- (iv) 4-year term loan facilities of \$50.0 million maturing in March 2026.
- (v) 5-year term loan facilities of \$50.0 million maturing in March 2027.

(b) Unsecured Revolving Loan Facility

As of 31 December 2024, the outstanding unsecured Revolving Loan Facility consisted of:

- (i) 4-year revolving loan facilities of \$8.0 million maturing in October 2025.
- (ii) 4-year revolving loan facilities of \$25.0 million maturing in March 2026.
- (iii) 5-year revolving loan facilities of \$20.0 million maturing in March 2027.
- (iv) 4-year revolving loan facilities of \$25.0 million maturing in May 2028.

As of 31 December 2023, the outstanding unsecured Revolving Loan Facility consisted of:

- (i) 3-year revolving loan facilities of \$5.0 million maturing in October 2024.
- (ii) 4-year revolving loan facilities of \$20.0 million maturing in March 2026.

(c) Guaranteed Bond Facility

On 25 June 2024, \$100.0 million guaranteed bonds at a coupon rate of 4.15% due in June 2029 were issued to refinance the existing loan facilities. The guaranteed bonds amounting to \$100.0 million are unconditionally and irrevocably guaranteed by the Credit Guarantee and Investment Facility, a trust fund of the Asian Development Bank. The interests of the bonds are payable half-yearly in arrears. The bonds are listed on the Singapore Exchange Securities Trading Limited.

(d) Unutilised Loan Facilities

As of 31 December 2024, the Group has access to the following unutilised revolving loan facilities consisting of:

- (i) 4-year revolving facility of \$17.0 million maturing in October 2025.
- (ii) 5-year revolving facility of \$5.0 million maturing in March 2027.

As of 31 December 2023, the Group has access to the following unutilised revolving loan facilities consisting of:

- (i) 3-year revolving facility of \$20.0 million maturing in October 2024.
- (ii) 3-year revolving facility of \$20.0 million maturing in November 2024.
- (iii) 4-year revolving facility of \$25.0 million maturing in October 2025.
- (iv) 4-year revolving facility of \$5.0 million maturing in March 2026.
- (v) 5-year revolving facility of \$25.0 million maturing in March 2027.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

10. BORROWINGS (CONTINUED)

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Group				
	Liabilities		Derivative financial instruments		
	Borrowings \$'000	Finance costs payable \$'000	Lease liabilities \$'000	Interest rate swap - assets \$'000	Total \$'000
Balance at 1 January 2024	315,370	1,282	76,087	(2,655)	390,084
Changes from financing cash flows					
Proceeds from borrowings	233,000	–	–	–	233,000
Repayment of borrowings	(198,000)	–	–	–	(198,000)
Transaction costs paid	(4,403)	1,454	–	–	(2,949)
Payment of lease liabilities	–	–	(1,856)	–	(1,856)
Finance costs relating to lease liabilities	–	–	(3,241)	–	(3,241)
Finance costs paid	–	(18,451)	–	3,051	(15,400)
Total changes from financing cash flows	30,597	(16,997)	(5,097)	3,051	11,554
Changes in fair value	–	–	–	2,306	2,306
Other changes					
Liability-related					
Amortisation of transaction costs	3,027	–	–	–	3,027
Interest expense	–	17,839	–	(3,004)	14,835
Remeasurement of lease liabilities	–	–	2,798	–	2,798
Finance costs relating to lease liabilities	–	–	3,241	–	3,241
Total liability-related other changes	3,027	17,839	6,039	(3,004)	23,901
Balance at 31 December 2024	348,994	2,124	77,029	(302)	427,845
Balance at 1 January 2023	288,921	1,386	76,479	(8,358)	358,428
Changes from financing cash flows					
Proceeds from borrowings	33,000	–	–	–	33,000
Repayment of borrowings	(8,000)	–	–	–	(8,000)
Payment of lease liabilities	–	–	(1,736)	–	(1,736)
Finance costs relating to lease liabilities	–	–	(3,231)	–	(3,231)
Finance costs paid	–	(17,436)	–	4,996	(12,440)
Total changes from financing cash flows	25,000	(17,436)	(4,967)	4,996	7,593
Changes in fair value	–	–	–	5,724	5,724
Other changes					
Liability-related					
Amortisation of transaction costs	1,449	–	–	–	1,449
Interest expense	–	17,332	–	(5,017)	12,315
Remeasurement of lease liabilities	–	–	1,344	–	1,344
Finance costs relating to lease liabilities	–	–	3,231	–	3,231
Total liability-related other changes	1,449	17,332	4,575	(5,017)	18,339
Balance at 31 December 2023	315,370	1,282	76,087	(2,655)	390,084

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

11. UNITS IN ISSUE

	Group and Trust	
	2024	2023
	'000	'000
Units in issue:		
At beginning of the year	1,111,788	1,096,121
Units issued:		
– Distribution Reinvestment Plan	13,267	15,667
At end of the year	1,125,055	1,111,788

Each Unit in the Trust represents an undivided interest in the Trust. The rights and interests of Unitholders are contained in the Trust Deed and include the right to:

- receive income and other distributions attributable to the Units held;
- participate in the termination of the Trust by receiving a share of all net cash proceeds derived from the realisation of the assets of the Trust and available for purposes of such distribution less any liabilities, in accordance with their proportionate interests in the Trust. However, a Unitholder has no equitable or proprietary interest in the underlying assets of the Trust and is not entitled to the transfer to it of any assets (or part thereof) or of any estate or interest in any asset (or part thereof) of the Trust;
- attend all Unitholders' meetings. The Trustee or the Manager may (and the Manager shall at the request in writing of not less than 50 Unitholders or one-tenth in number of the Unitholders, whichever is the lesser) at any time convene a meeting of Unitholders in accordance with the provisions of the Trust Deed; and
- one vote per unit.

The Unitholders cannot give any directions to the Manager or the Trustee (whether at a meeting of Unitholders or otherwise) if it would require the Trustee or the Manager to do or omit doing anything which may result in:

- the Trust ceasing to comply with the Listing Manual issued by SGX-ST or the Property Funds Appendix; or
- the exercise of any discretion expressly conferred on the Trustee or the Manager by the Trust Deed or the determination of any matter for which the agreement of either or both the Trustee and the Manager is required under the Trust Deed.

A Unitholder's liability is limited to the amount paid or payable for any Units. The provisions of the Trust Deed provide that no Unitholders will be personally liable to indemnify the Trustee or any creditor of the Trustee in the event that liabilities of the Trust exceed its assets.

On 1 April 2014, the Trust introduced the distribution reinvestment plan ("DRP") whereby the Unitholders have the option to receive their distribution in Units instead of cash or a combination of Units and cash.

13,266,912 new Units (2023: 15,667,005 new Units) amounting to approximately \$4,880,000 at issue prices of \$0.3678 per Unit (2023: approximately \$6,427,000 at average issue prices of \$0.4102 per Unit) in lieu of distribution payments pursuant to the Distribution Reinvestment Plan, whereby the Unitholders have the option to receive their distribution payment in Units instead of cash or a combination of Units and cash.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

12. FINANCIAL RISK MANAGEMENT

12.1 Capital management

The Group reviews its capital management policy regularly so as to optimise the Group's funding structure. The Group also monitors its exposures to various risk elements and externally imposed requirements by closely adhering to clearly established management policies and procedures. The primary objective of the Group's capital management is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximise Unitholder's value. In order to maintain or achieve an optimal capital structure, the Group will endeavour to employ an appropriate mix of debt and equity in financing acquisitions and asset enhancements, and utilise interest rate and currency hedging strategies where appropriate. The Manager reviews this policy on a continuous basis.

The Group is subject to the aggregate leverage limit as defined in the Property Funds Appendix. The CIS Code stipulates that the total borrowings and deferred payments (together the "Aggregate Leverage") of a property fund should not exceed 50.0% of its Deposited Property. As at the reporting date, the Aggregate Leverage of the Group was 37.4% (2023: 34.3%) which was in compliance with the Aggregate Leverage limit of 50.0%. There were no changes in the Group's approach to capital management during the financial year.

12.2 Risk management framework

The Group is exposed to market risk (including interest rate risk), credit risk and liquidity risk.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk.

Risk management is integral to the whole business of the Group. The Manager has implemented a system of controls in place to create an acceptable balance between the benefits derived from managing risks and the cost of managing those risks. The Manager also monitors the Group's risk management process closely to ensure an appropriate balance between control and business objectives is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's strategic direction.

The Audit Committee of the Manager assists the Board in overseeing how the Manager monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the Group's exposure to those risks. The Audit Committee is assisted in its oversight role by an internal audit function which is outsourced to an independent professional firm ("Internal Audit"). Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

12.3 Credit risk

Credit risk is the potential financial loss resulting from the failure of tenants or counterparties of the Group, to settle its financial and contractual obligations, as and when they fall due.

The carrying amount of financial assets represents the Group and the Trust's maximum exposure to credit risk before taking into account any security deposit held. The maximum exposure to credit risk at the reporting date was:

	Group		Trust	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade and other receivables [#]	11,614	7,277	11,614	7,277
Cash and cash equivalents	18,482	16,065	18,482	16,065
	<u>30,096</u>	<u>23,342</u>	<u>30,096</u>	<u>23,342</u>

[#] exclude prepayments

The Manager has an established process to evaluate the creditworthiness of its tenants and prospective tenants and monitors amounts receivable on an on-going basis to minimise potential credit risk. Credit evaluations are performed by the Property Manager and the Manager before lease agreements are entered into with tenants. Security in the form of bankers' guarantees, insurance bonds or cash security deposits are obtained prior to the commencement of the lease.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

12. FINANCIAL RISK MANAGEMENT (CONTINUED)

12.3 Credit risk (continued)

The Manager establishes an allowance account for impairment that represents its estimate of incurred losses in respect of financial assets. The main component of this allowance is estimated losses that relate to specific tenants or counterparties. The allowance account is used to provide for impairment losses. Subsequently, when the Manager is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

The Group has provided impairment losses for all trade receivables that are not expected to be collectible in excess of the security deposits.

The ageing of gross trade receivables at the reporting date was:

	Gross carrying amount \$'000	Impairment loss allowance \$'000	Credit impaired
Group and Trust 31 December 2024			
Not past due	3	2	No
Past due 0 - 30 days	276	93	No
Past due 31 - 60 days	77	72	No
More than 60 days past due	3,795	3,043	Yes
	<u>4,151</u>	<u>3,210</u>	
31 December 2023			
Not past due	146	–	No
Past due 0 - 30 days	649	5	No
Past due 31 - 60 days	366	74	No
More than 60 days past due	1,988	1,988	Yes
	<u>3,149</u>	<u>2,067</u>	

Ten tenants (2023: Ten tenants) accounted for approximately \$4,128,000 (2023: \$3,095,000) of the gross trade receivables at 31 December 2024.

Impairment losses

The movements in impairment loss in respect of trade receivables are as follows:

	Group and Trust	
	2024 \$'000	2023 \$'000
At 1 January	2,067	709
Impairment losses / recognised during the year	1,203	1,387
Utilised	(60)	(29)
At 31 December	<u>3,210</u>	<u>2,067</u>

Trade receivables are individually assessed for impairment. The impairment loss on trade receivables is \$3,210,000. This is mainly made up by one of its tenants, amounting to \$2,949,000. Please refer to the note below on the ongoing litigation against this tenant.

The Manager believes that no impairment loss is necessary in respect of the remaining trade receivables as these amounts mainly arise from tenants who have good payment records and the retention of sufficient security in the form of bankers' guarantees or cash security deposits from tenants.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

12. FINANCIAL RISK MANAGEMENT (CONTINUED)

12.3 Credit risk (continued)

Impairment losses (continued)

Ongoing Litigation

On 17 November 2023, the Manager issued an SGX announcement updating Unitholders that the Trustee of the REIT filed an Originating Claim to the Singapore High Court against one of the ex-tenants, being the master lessee for the premises located at 33, 33A & 35 Penjuru Lane Singapore 609200/609758/609202 (the "Premises"), for outstanding fixed rent, land rent, property tax and late payment interest and possession of the Premises, amongst others.

The Singapore High Court has granted judgment to the Trustee on all of its claims in its Originating Claim. The ex-Tenant's final appeal was dismissed on 27 August 2024.

The ex-Tenant was placed into creditor's voluntary liquidation on 19 September 2024. The current liquidator of the ex-Tenant was appointed by the former director of the ex-Tenant, with support of several creditors who are related to the former director.

On 30 December 2024, the Trustee of the REIT was granted permission to commence compulsory winding up proceedings against the ex-Tenant, to ensure that a court-appointed liquidator will take charge of the liquidation of the ex-Tenant so as to achieve maximum recovery for the creditors of the ex-Tenant (including the Trustee of the REIT).

Other receivables and deposits

Other receivables are individually assessed for impairment. These amounts mainly arise from utilities bill recharged to the tenants. The amount of the allowance on these balances is insignificant.

Impairment on deposits has been measured on the 12-month expected loss basis and reflects the short maturity and low credit risks of the exposure. The amount of the allowance on these balances is insignificant.

Cash and cash equivalents

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents is negligible.

12.4 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Manager monitors and maintains a level of cash and cash equivalents deemed adequate to finance the Group's operations. In addition, the Group has committed and undrawn secured revolving credit facilities from various financial institutions to meet its operating expenses and its liabilities when due. The Manager monitors and observes the CIS Code issued by the MAS concerning limits on total borrowings.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

12. FINANCIAL RISK MANAGEMENT (CONTINUED)

12.4 Liquidity risk (continued)

The following are the contractual undiscounted cash flows of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount \$'000	Contractual cash flows \$'000	Cash flows		
			Less than 1 year \$'000	Between 1 to 5 years \$'000	More than 5 years \$'000
Group					
2024					
Non-derivative financial liabilities					
Unsecured Loan and Bond Facilities	348,994	(405,788)	(25,787)	(380,001)	–
Trade and other payables*	32,371	(32,371)	(18,283)	(13,488)	(600)
Lease liabilities	77,029	(128,036)	(5,139)	(25,697)	(97,200)
	458,394	(566,195)	(49,209)	(419,186)	(97,800)
Derivative financial liabilities					
Interest rate swaps (net-settled)	405	148	159	(11)	–
2023					
Non-derivative financial liabilities					
Unsecured Loan Facilities	315,370	(350,913)	(122,185)	(228,728)	–
Trade and other payables*	37,316	(37,316)	(22,994)	(12,170)	(2,152)
Lease liabilities	76,087	(128,939)	(4,974)	(24,868)	(99,097)
	428,773	(517,168)	(150,153)	(265,766)	(101,249)
Trust					
2024					
Non-derivative financial liabilities					
Unsecured Loan and Bond Facilities	348,994	(405,788)	(25,787)	(380,001)	–
Trade and other payables*	32,380	(32,380)	(18,292)	(13,488)	(600)
Lease liabilities	77,029	(128,036)	(5,139)	(25,697)	(97,200)
	458,403	(566,204)	(49,218)	(419,186)	(97,800)
Derivate financial liabilities					
Interest rate swaps (net-settled)	405	148	159	(11)	–
2023					
Non-derivative financial liabilities					
Unsecured Loan Facilities	315,370	(350,913)	(122,185)	(228,728)	–
Trade and other payables*	37,324	(37,324)	(23,002)	(12,170)	(2,152)
Lease liabilities	76,087	(128,939)	(4,974)	(24,868)	(99,097)
	428,781	(517,176)	(150,161)	(265,766)	(101,249)

* Trade and other payables exclude rental received in advance.

The maturity analysis shows the contractual undiscounted cash flows of the Group and the Trust's financial liabilities on the basis of their earliest possible contractual maturity.

It is not expected that the cash flows included in the maturity analysis of the Group and the Trust could occur significantly earlier, or at significantly different amounts.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

12. FINANCIAL RISK MANAGEMENT (CONTINUED)

12.5 Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Group's total return or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk. The Group does not have any exposure to foreign exchange rates and equity price risks.

12.6 Interest rate risk

The Group's exposure to changes in interest rates relates primarily to interest-bearing financial liabilities. Interest rate risk is managed by the Group on an on-going basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates. The Group adopts a policy of ensuring that majority of its exposures to changes in interest rates on borrowings is on a fixed-rate basis. This is achieved by entering into interest rate swaps and fixed rate borrowings.

Derivatives

The Group holds interest rate swaps to manage its exposure to interest rate movements on its floating rate bearing Unsecured Loan Facilities by swapping the interest rates on a proportion of these loan facilities from floating rates to fixed rates. The interest rate swaps have floating legs that are indexed to SORA as at 31 December 2024. At 31 December 2024, all interest rate swaps have floating legs that are indexed to SORA. The Group's derivative instruments are governed by contracts based on the International Swaps and Derivatives Association (ISDA)'s master agreements.

Interest rate profile

As at the reporting date, the interest rate profile of interest -bearing financial instruments was:

	Group		Trust	
	Nominal amount		Nominal amount	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Variable rate instruments				
Financial liabilities	(353,000)	(318,000)	(353,000)	(318,000)
Effects of interest rate swaps	160,000	242,500	160,000	242,500
Effects of fixed rate borrowings	100,000	–	100,000	–
	(93,000)	(75,500)	(93,000)	(75,500)

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through Statements of Total Return and the Group does not designate interest rate swaps as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not affect the Statements of Total Return.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

12. FINANCIAL RISK MANAGEMENT (CONTINUED)

12.6 Interest rate risk (continued)

Cash flow sensitivity analysis for variable rate instruments

A change of 50 basis points ("bp") in interest rate at the reporting date would (decrease)/increase total return for the year by the amounts shown below. The analysis assumes that all variables remain constant.

	Total return for the year	
	50 bp increase \$'000	50 bp decrease \$'000
Group and Trust		
2024		
Financial liabilities	(465)	465
2023		
Financial liabilities	(378)	378

13. GROSS REVENUE

	Group and Trust	
	2024 \$'000	2023 \$'000
Property rental income	72,961	70,713
Other operating income	40,347	41,162
	113,308	111,875

14. PROPERTY EXPENSES

	Group and Trust	
	2024 \$'000	2023 \$'000
Service, repair and maintenance expenses	8,668	7,240
Property and lease management fees	3,376	3,319
Property tax	7,313	7,987
Utilities	33,788	35,832
Impairment loss on trade receivables	1,203	1,387
Others	1,508	1,136
	55,856	56,901

Property expenses represent the direct operating expenses arising from rental of investment properties.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

15. FINANCE INCOME AND COSTS

	2024 \$'000	Group 2023 \$'000	2024 \$'000	Trust 2023 \$'000
Finance income:				
Interest income from fixed deposits	60	–	60	–
Interest on late payment of rent	88	155	88	155
	148	155	148	155
Finance costs:				
Term Loan Facility	12,288	16,303	12,288	16,303
Revolving Loan Facility	3,391	1,029	3,391	1,029
Bond facility	2,160	–	2,160	–
Interest rate swaps*	(3,004)	(5,017)	(3,004)	(5,017)
Amortisation of transaction costs	3,027	1,067	3,027	1,067
	17,862	13,382	17,862	13,382
Finance costs relating to lease liabilities	3,241	3,231	3,241	3,231
	21,103	16,613	21,103	16,613
Net finance costs	20,955	16,458	20,955	16,458

* Except for the finance costs arising from interest rate swaps, all other finance income and cost items represent the interest income and expenses in respect of financial assets and liabilities not carried at fair value through the Statements of Total Return.

16. OTHER TRUST EXPENSES

	2024 \$'000	Group 2023 \$'000	2024 \$'000	Trust 2023 \$'000
Auditors' remuneration				
– audit fees	288	221	278	221
– non-audit fees	50	65	46	62
Valuation fees	105	100	105	100
Professional fees	392	215	383	208
Service fees payable to a subsidiary	–	–	23	10
Other expenses ⁽¹⁾	6,933	5,079	6,933	5,079
	7,768	5,680	7,768	5,680

⁽¹⁾ Other expenses comprised of expenses incurred and accrued for the period from 1 January 2024 to 31 December 2024, in respect of implementation of the resolutions passed at the extraordinary general meeting of Sabana Industrial REIT held on 7 August 2023 to effect the internalisation, amounting to \$6,751,000. (1 January 2023 to 31 December 2023: \$4,643,000)

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

17. TAX EXPENSE

	Group		Trust	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Tax expense				
Current year ⁽¹⁾	584	556	584	556
Reconciliation of effective tax rate				
Total return for the year before taxation and distribution	11,955	18,628	11,955	18,628
Tax using Singapore tax rate of 17% (2023: 17%)	2,032	3,167	2,032	3,167
Non-tax deductible items	4,884	3,409	4,884	3,409
Tax exempt income	(867)	(844)	(867)	(844)
Tax transparency	(5,465)	(5,176)	(5,465)	(5,176)
	584	556	584	556

⁽¹⁾ Under the tax transparency treatment, the Trustee is not subject to income tax on the taxable income of the Trust to the extent of the amount distributed provided the Trust distributes at least 90% of the taxable income for the relevant financial year. The taxable income that is not distributed by the Trust for the relevant financial year is subject to income tax at the prevailing rate (currently 17%). The income tax, amounting to approximately \$578,000, therefore represents the income tax payable on the taxable income for the year ended 31 December 2024 that is not distributed by the Trust, i.e., approximately 10% of the taxable income for the year ended 31 December 2024. The remaining income tax, amounting to approximately \$6,000, relates to the income tax payable accounted for the income generated from the solar project, which are taxable under the tax transparency treatment.

18. EARNINGS PER UNIT

Basic and diluted earnings per Unit

The calculation of basic earnings per Unit is based on the total return for the year and weighted average number of Units during the year.

	Group		Trust	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Total return for the year after taxation and before distribution	11,371	18,072	11,371	18,072
Units in issue at beginning of year	1,111,788	1,096,121	1,111,788	1,096,121
Effect of issue of new Units:				
– Distribution Reinvestment Plan	10,403	7,506	10,403	7,506
Weighted average number of Units at end of year	1,122,191	1,103,627	1,122,191	1,103,627
Earnings per unit (cents)	1.01	1.64	1.01	1.64

The diluted earnings per Unit is the same as the basic earnings per Unit for the Group and the Trust as there are no EPU dilutive financial instruments in issue.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

19. FAIR VALUES AND ACCOUNTING CLASSIFICATIONS OF FINANCIAL INSTRUMENTS

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. When applicable, further information about the assumptions made in determining fair values of non-financial assets and liabilities are disclosed in the relevant notes specific to that non-financial asset or liability.

Fair values of financial instruments are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: unobservable inputs for the asset or liability.

If the inputs used to measure the fair values of a financial instrument fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfer between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Accounting classifications and fair values

The carrying amounts and fair values of financial assets and liabilities, including their levels in the fair value hierarchy, are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Group	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL - others	Amortised cost	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2024								
Financial assets not measured at fair value								
Trade and other receivables#	7	–	11,614	11,614				
Cash and cash equivalents	8	–	18,482	18,482				
		–	30,096	30,096				
Financial assets measured at fair value								
Derivative assets	6	707	–	707	–	707	–	707
Financial liabilities not measured at fair value								
Trade and other payables*	9	–	(13,239)	(13,239)				
Security deposits	9	–	(19,132)	(19,132)	–	–	(19,132)	(19,132)
Borrowings	10	–	(348,994)	(348,994)	–	(348,994)	–	(348,994)
		–	(381,365)	(381,365)				
Financial liabilities measured at fair value								
Derivative liabilities	6	(405)	–	(405)	–	(405)	–	(405)

[#] exclude prepayments

* exclude security deposits and rental received in advance

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

19. FAIR VALUES AND ACCOUNTING CLASSIFICATIONS OF FINANCIAL INSTRUMENTS (CONTINUED)

Accounting classifications and fair values (continued)

Group	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL - others	Amortised cost	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2023								
Financial assets not measured at fair value								
Trade and other receivables [#]	7	–	7,277	7,277				
Cash and cash equivalents	8	–	16,065	16,065				
		–	23,342	23,342				
Financial assets measured at fair value								
Derivative assets	6	2,655	–	2,655	–	2,655	–	2,655
Financial liabilities not measured at fair value								
Trade and other payables*	9	–	(19,728)	(19,728)				
Security deposits	9	–	(17,588)	(17,588)	–	–	(17,588)	(17,588)
Borrowings	10	–	(315,370)	(315,370)	–	(315,370)	–	(315,370)
		–	(352,686)	(352,686)				

[#] exclude prepayments

* exclude security deposits and rental received in advance

Trust	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL - others	Amortised cost	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2024								
Financial assets not measured at fair value								
Trade and other receivables#	7	–	11,614	11,614				
Cash and cash equivalents	8	–	18,482	18,482				
		–	30,096	30,096				
Financial assets measured at fair value								
Derivative assets	6	707	–	707	–	707	–	707
Financial liabilities not measured at fair value								
Trade and other payables*	9	–	(13,248)	(13,248)				
Security deposits	9	–	(19,132)	(19,132)	–	–	(19,132)	(19,132)
Borrowings	10	–	(348,994)	(348,994)	–	(348,994)	–	(348,994)
		–	(381,374)	(381,374)				
Financial liabilities measured at fair value								
Derivative liabilities	6	(405)	–	(405)	–	(405)	–	(405)

[#] exclude prepayments

* exclude security deposits and rental received in advance

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

19. FAIR VALUES AND ACCOUNTING CLASSIFICATIONS OF FINANCIAL INSTRUMENTS (CONTINUED)

Accounting classifications and fair values (continued)

Trust	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL - others	Amortised cost	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2023								
Financial assets not measured at fair value								
Trade and other receivables#	7	–	7,277	7,277				
Cash and cash equivalents	8	–	16,065	16,065				
		–	23,342	23,342				
Financial assets measured at fair value								
Derivative assets	6	2,655	–	2,655	–	2,655	–	2,655
Financial liabilities not measured at fair value								
Trade and other payables*	9	–	(19,736)	(19,736)				
Security deposits	9	–	(17,588)	(17,588)	–	–	(17,588)	(17,588)
Borrowings	10	–	(315,370)	(315,370)	–	(315,370)	–	(315,370)
		–	(352,694)	(352,694)				

[#] exclude prepayments

* exclude security deposits and rental received in advance

Measurement of fair values

The following shows the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Group and Trust

Type	Valuation technique	Significant unobservable input	Inter-relationship between key unobservable inputs and fair value measurement
Interest rate swaps	The fair value of interest rate swaps is based on broker quotes at the reporting date. These quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.	Not applicable	Not applicable

Financial instruments not measured at fair value

Borrowings

The carrying amounts of interest-bearing borrowings which are repriced within 3 months from the reporting date approximate their fair values.

Lease liabilities

The carrying amounts of lease liabilities uses discounted cash flows model to consider the present value of expected payment, discounted using an incremental borrowing rate.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

20. OPERATING SEGMENTS

The operating segment information is based on the Group's internal reporting structure for the purpose of allocating resources and assessing performance by the Manager's senior management.

Segment gross revenue comprises mainly income generated from tenants. Segment net property income represents the income earned by each segment after allocating property expenses.

Segment assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly cash and cash equivalents, other receivables, borrowings and other payables.

The Group has four reportable segments whose information are presented in the tables below:

	← Group →				
	High-tech industrial \$'000	Chemical warehouse & logistics \$'000	Warehouse & logistics \$'000	General industrial \$'000	Total \$'000
2024					
Gross revenue	79,088	4,594	22,028	7,598	113,308
Property expenses	(44,369)	(2,264)	(6,844)	(2,379)	(55,856)
Segment net property income	34,719	2,330	15,184	5,219	57,452
Net change in fair value of investment properties	(5,218)	(1,780)	1,205	(3,546)	(9,339)
Unallocated amounts:					
- Finance income					148
- Finance costs					(17,862)
- Finance costs relating to lease liabilities					(3,241)
- Other expenses					(12,897)
- Net change in fair value of financial derivatives					(2,306)
Total profit for the year before taxation					<u>11,955</u>
Assets and liabilities					
Segment assets:					
- Investment properties	593,917	74,662	229,194	95,156	992,929
- Others	311	3,685	155	289	4,440
Unallocated assets					27,208
Total assets					<u>1,024,577</u>
Segment liabilities:					
- Lease liabilities	17,617	13,662	27,694	18,056	77,029
- Others	21,286	1,901	4,576	1,796	29,559
Unallocated liabilities:					
- Borrowings					348,994
- Others					4,095
Total liabilities					<u>459,677</u>
Other segment information					
Capital expenditure	10,114	405	478	29	<u>11,026</u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

20. OPERATING SEGMENTS (CONTINUED)

Geographical segments

	Group				
	High-tech industrial \$'000	Chemical warehouse & logistics \$'000	Warehouse & logistics \$'000	General industrial \$'000	Total \$'000
2023					
Gross revenue	76,835	5,575	21,136	8,329	111,875
Property expenses	(46,420)	(2,052)	(6,364)	(2,065)	(56,901)
Segment net property income	30,415	3,523	14,772	6,264	54,974
Net change in fair value of investment properties	(4,991)	498	851	80	(3,562)
Unallocated amounts:					
- Finance income					155
- Finance costs					(13,382)
- Finance costs relating to lease liabilities					(3,231)
- Other expenses					(10,602)
- Net change in fair value of financial derivatives					(5,724)
Total profit for the year before taxation					18,628
Assets and liabilities					
Segment assets:					
- Investment properties	587,913	74,380	218,993	98,701	979,987
- Others	171	2,772	79	187	3,209
Unallocated assets					22,895
Total assets					1,006,091
Segment liabilities:					
- Lease liabilities	17,213	13,380	27,593	17,901	76,087
- Others	21,956	835	5,610	2,705	31,106
Unallocated liabilities:					
- Borrowings					315,370
- Others					6,990
Total liabilities					429,553
Other segment information					
Capital expenditure	17,830	(154)	1,159	574	19,409

Segment information in respect of the Group's geographical segments is not presented as the Group's activities for the years ended 31 December 2024 and 31 December 2023 related wholly to properties located in Singapore.

Major customer

A major customer group contributed approximately \$5.3 million (2023: \$5.1 million) of the Group's total revenues from the High-tech industrial (2023: High-tech industrial) for the year ended 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

21. LEASES

Leases as lessee

As a lessee, the Group pays land rent to JTC on an annual basis for certain properties. The annual land rent payable is based on the market land rent in the relevant year of the lease term. However, the lease agreements limit any increase in the annual land rent from year to year to 5.5% of the annual land rent for the immediate preceding year.

Lease liabilities included in the Statements of Financial Position at 31 December 2024

	Group and Trust	
	2024	2023
	\$'000	\$'000
Current	1,963	1,812
Non-current	75,066	74,275
	<u>77,029</u>	<u>76,087</u>

Amounts recognised in Statements of Total Return

	Group and Trust	
	2024	2023
	\$'000	\$'000
Leases under FRS 116		
Finance costs relating to lease liabilities	<u>3,241</u>	<u>3,231</u>

Amounts recognised in Consolidated Statement of Cash Flows

	Group and Trust	
	2024	2023
	\$'000	\$'000
Total cash outflow for leases	<u>5,097</u>	<u>4,967</u>

Extension options

Some land leases contain extension options exercisable by the Group at the expiry of the lease term. The Group assessed that it is reasonably certain to exercise the extension options and have included the optional land lease term in the measurement of lease liabilities. Lease liabilities arising from the optional land lease term included in lease liabilities as at 31 December 2024 amounted to \$39.9 million (2023: \$38.9 million).

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

21. LEASES (CONTINUED)

Leases as lessor

As a lessor, the Group leases out their investment properties under operating lease agreements. Note 3.3(ii) sets out information about the operating leases of investment property.

The following table sets out a maturity analysis of lease receivables, showing the undiscounted lease payments to be received after the reporting date.

	Group	
	2024	2023
	\$'000	\$'000
Operating leases under FRS 116		
Less than 1 year	71,872	68,886
1 to 2 years	73,016	56,970
2 to 3 years	54,536	37,384
3 to 4 years	37,163	21,226
4 to 5 years	21,957	13,150
More than 5 years	16,901	19,734
Total lease receivables	275,445	217,350

22. RELATED PARTIES

In the normal course of its business, the Group carried out transactions with parties on terms agreed between the parties. During the financial year, in addition to those disclosed elsewhere in the financial statements, there were the following significant related party transactions:

	Group and Trust	
	2024	2023
	\$'000	\$'000
Manager's fees and reimbursables paid/payable to the Manager	4,749	4,557
Property/lease management fees and reimbursables paid/payable to the Property Manager	3,376	3,319
Trustee fees paid/payable to the Trustee	379	364

23. FINANCIAL RATIOS

	Group	
	2024	2023
	%	%
Ratio of expenses to weighted average net assets ⁽¹⁾		
- including performance component of Manager's fees	2.25	1.83
- excluding performance component of Manager's fees	2.25	1.83

⁽¹⁾ The annualised ratios are computed in accordance with the guidelines of Investment Management Association of Singapore. The expenses used in the computation relate to expenses of the Group, excluding property expenses, finance costs and income tax expense.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

24. NEW STANDARDS AND INTERPRETATIONS NOT ADOPTED

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2024 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these financial statements.

Description	Effective for annual periods beginning on or after
Amendments to FRS 109 and FRS 107: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to FRSs—Volume 11	1 January 2027
Presentation and Disclosure in Financial Statements	1 January 2027

The Group expects that the adoption of the standards above will have no significant impact on the financial statements in the year of initial application.

25. EXTRAORDINARY GENERAL MEETING

At the extraordinary general meeting of Sabana Industrial REIT ("**EGM**") held on 7 August 2023, unitholders of Sabana Industrial REIT ("**Unitholders**") had voted to, among others, direct HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Sabana Industrial REIT (the "**Trustee**"), to remove Sabana Real Estate Investment Management Pte. Ltd. ("**SREIM**") as the manager of Sabana Industrial REIT as soon as practicable and to "effect the internalisation of the REIT management function by incorporating a subsidiary wholly owned by the Trustee and appointing such a subsidiary to act as the manager of Sabana Industrial REIT" (the "**Internalisation Resolutions**").

In furtherance of the Internalisation Resolutions, the Trustee has since (amongst others):

- (i) received the approval of Unitholders for certain proposed amendments to the trust deed constituting Sabana Industrial REIT to facilitate the proposed internalisation pursuant to an EGM held on 6 August 2024;
- (ii) submitted the capital markets services licence application for the new internalised manager of Sabana Industrial REIT (the "**New Internalised Manager**") to the Monetary Authority of Singapore (the "**CMS Licence Application**"); and
- (iii) received the approval of Unitholders in respect of director candidates to be appointed and/or endorsed as directors of the board of the New Internalised Manager, subject to the requisite approvals of the Monetary Authority of Singapore having been obtained.

The Trustee has also issued various statements to Unitholders (the "**Trustee Statements**") where the Trustee has provided updates to Unitholders in relation to the implementation of the Internalisation Resolutions, including but not limited to:

- (a) the outcome of the originating application (in HC/OA 19/2024) under Order 32 of the Rules of Court 2021 of Singapore;
- (b) the dismissal of the appeal (in AD/CA 37/2024) by the ESR Entities¹ in the Appellate Division of the High Court of Singapore;
- (c) the workstreams concerning the status and progress of the CMS Licence Application; and
- (d) the identification of personnel for the New Internalised Manager (i.e. a suitable board of directors and qualified management personnel).

The Trustee has stated in the Trustee Statements that it will continue to provide further updates and engage with Unitholders in respect of material developments. All updates from the Trustee (including the Trustee Statements) are and will be made available via SGXNet.

¹ The "ESR Entities" refer to ESR Group Limited, E-Shang Jupiter Cayman Limited and E-Shang Infinity Cayman Limited collectively.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

25. EXTRAORDINARY GENERAL MEETING (CONTINUED)

Given the inherent uncertainties involved in the internalisation process, while the Trustee has, by way of the Trustee Statements, provided certain updates on the costs incurred in connection with the implementation of the internalisation process, it is not possible for the Trustee to provide a projection or estimate on the total cost of internalisation, which is still ongoing. Nothing in these financial statements should be construed as a statement or forecast by the Trustee of the cost of internalisation.

Additionally, the Manager refers to its announcement dated 17 January 2025 ("**17 January Announcement**") in relation to the requisition by certain unitholders of Sabana Industrial REIT requesting the Manager to convene an extraordinary general meeting of Sabana Industrial REIT to consider certain resolutions. As mentioned in the 17 January Announcement, the Manager is considering this requisition notice, consulting with the Trustee and seeking legal advice and that further announcements will be made on SGXNET in due course.

The Manager would like to draw attention to the potential financial implication to Sabana Industrial REIT arising from the implementation of the Internalisation Resolutions. Once the removal of SREIM as manager of Sabana Industrial REIT is effected, it would trigger the removal of manager clause that constitutes a review event under Sabana Industrial REIT's existing financing arrangements of unsecured loans with various lenders (the "**Unsecured Facility Agreements**") and the facility agreement (the "**SBLC Facility Agreement**") for the issue by the lenders thereunder of an irrevocable standby letter of credit in favour of Credit Guarantee & Investment Facility ("**CGIF**"), as guarantor for Sabana Industrial REIT's five year senior unsecured sustainability-linked guaranteed bonds due in 2029 (the "**Bonds**") (collectively, the Unsecured Facility Agreements and the SBLC Facility Agreement shall be referred to as the "**Existing Facilities**"). If triggered, this may result in mandatory prepayment by Sabana Industrial REIT of its outstanding loans and interest under the Existing Facilities if no satisfactory agreement is reached with the lenders, within a period of not more than 30 days (or such longer period as the lenders of Sabana Industrial REIT may agree), following the review event, and/or the imposition by CGIF of additional conditions as part of its agreement to provide its guarantee for the Bonds. Unitholders should note that there could therefore be serious consequences for Sabana Industrial REIT and its Unitholders arising from its Existing Facilities and/or the Bonds if the Manager is removed.

In this regard, as mentioned in the Interim Financial Information for the period from 1 January 2023 to 30 June 2023 announced on 19 July 2023, the Manager had previously written to the relevant lenders at the material time to seek a waiver from the abovementioned review event under Sabana Industrial REIT's then existing financing arrangements, in the event that SREIM is removed as the manager of Sabana Industrial REIT. However, the lenders had then replied that they were unable to grant the relevant waivers at that juncture. The Manager and the Trustee will continue to engage with the lenders following the passing of the Resolutions and will update Unitholders as and when there are material developments.

26. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 13 February 2025.

APPENDIX VI

UNAUDITED THIRD QUARTER FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2025

The 9M FY2025 Financial Statements set out below have been extracted from the announcement by the Prior Manager on 22 October 2025 and were not specifically prepared for inclusion in this Circular. The figures have not been audited.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

(Constituted in the Republic of Singapore
pursuant to a trust deed dated 29 October 2010
(as amended))

Interim Financial Information
For the financial period from
1 January 2025 to 30 September 2025

“Rule 705(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “Listing Manual”) states that an issuer must announce the financial statements for each of the first three quarters of its financial year immediately after the figures are available, but in any event not later than 45 days after the quarter end if its auditors have stated that a material uncertainty relating to going concern exists in the issuer’s latest financial statements. Rule 705(2A) of the Listing Manual further stipulates that the issuer will have a grace period of one year to comply with the requirement under Rule 705(2), such grace period commencing on the date on which the condition in Rule 705(2) is met. An issuer must continue to comply with Rule 705(2) for so long as any condition in Rule 705(2) is met.

In this regard, the REIT is required to announce its unaudited financial results on a quarterly basis as its auditors had stated that a material uncertainty related to going concern exists in the REIT’s financial statements for the year ended 31 December 2023. This material uncertainty related to going concern remains in the audit report for the REIT’s financial statements for the year ended 31 December 2024, which states “We draw attention to Note 2.5 of the financial statements which highlights events and conditions relating to the ongoing internalisation exercise which could cause potential financial implication to the Group and Trust. Specifically, as stated in Note 26, if the internalisation exercise triggers a review event under existing financing arrangements, it could result in mandatory prepayment of the Group’s outstanding loans and interest if no satisfactory agreement is reached with the lenders. These factors indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group and the Trust to continue as a going concern.”

Accordingly, the REIT is required to comply with the quarterly reporting requirement with effect from 1Q 2025.”

Sabana Industrial Real Estate Investment Trust and its subsidiaries

**Statement of Financial Position
As at 30 September 2025**

		Group		Trust	
	Note	30 September 2025	31 December 2024	30 September 2025	31 December 2024
		\$'000	\$'000	\$'000	\$'000
Non-current assets					
Investment properties	4	990,979	992,929	990,979	992,929
Subsidiaries	5	—	—	*	*
Other assets		9	—	—	—
Total non-current assets		990,988	992,929	990,979	992,929
Current assets					
Trade and other receivables		12,105	12,459	12,082	12,459
Derivative assets	6	—	707	—	707
Cash and cash equivalents		19,279	18,482	19,279	18,482
Total current assets		31,384	31,648	31,361	31,648
Total assets		1,022,372	1,024,577	1,022,340	1,024,577
Current liabilities					
Trade and other payables		23,471	18,577	23,351	18,586
Tax payable		342	584	342	584
Borrowings	7	82,853	8,000	82,853	8,000
Derivative liabilities	6	262	117	262	117
Lease liabilities		2,073	1,963	2,073	1,963
Total current liabilities		109,001	29,241	108,881	29,250
Non-current liabilities					
Trade and other payables		16,580	14,088	16,580	14,088
Borrowings	7	272,097	340,994	272,097	340,994
Derivative liabilities	6	796	288	796	288
Lease liabilities		75,152	75,066	75,152	75,066
Total non-current liabilities		364,625	430,436	364,625	430,436
Total liabilities		473,626	459,677	473,506	459,686
Net assets		548,746	564,900	548,834	564,891
Represented by:					
Unitholders' funds		548,746	564,900	548,834	564,891
Units in issue ('000)	8	1,125,055	1,125,055	1,125,055	1,125,055
Net asset value ("NAV") and net tangible asset ("NTA") per unit (\$)		0.49	0.50	0.49	0.50

* Less than \$1,000

Approval by:

Tan Cheong Hin
Chairman

22 October 2025

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Consolidated Statement of Total Return

For the financial period from 1 July 2025 to 30 September 2025 and 1 January 2025 to 30 September 2025

	Note	Group			
		1 July 2025 to 30 September 2025 \$'000	1 July 2024 to 30 September 2024 \$'000	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Gross revenue		29,919	28,410	89,260	83,575
Property expenses	9	(13,044)	(13,863)	(38,852)	(41,863)
Net property income		16,875	14,547	50,408	41,712
Finance income		30	26	118	100
Finance costs		(4,360)	(4,519)	(13,078)	(13,307)
Finance costs relating to lease liabilities		(812)	(809)	(2,444)	(2,431)
Net finance costs	10	(5,142)	(5,302)	(15,404)	(15,638)
Manager's fees		(1,447)	(1,213)	(3,806)	(3,554)
Trustee's fees		(95)	(96)	(284)	(283)
Donations		(1)	(1)	(1)	(1)
Other trust expenses	11	(822)	(925)	(2,369)	(5,676)
		(2,365)	(2,235)	(6,460)	(9,514)
Net income		9,368	7,010	28,544	16,560
Net change in fair value of financial derivatives		122	(1,850)	(1,294)	(2,260)
Net change in fair value of investment properties		(481)	(468)	(6,835)	1,691
Total return for the period before tax and distribution		9,009	4,692	20,415	15,991
Tax credit/(expense)	12	2	(9)	(342)	(284)
Total return for the period after tax and before distribution		9,011	4,683	20,073	15,707
Earnings per Unit (cents)					
Basic	13	0.80	0.42	1.78	1.40
Diluted	13	0.80	0.42	1.78	1.40

* Less than \$1,000

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Consolidated Distribution Statement

For the financial period from 1 July 2025 to 30 September 2025 and 1 January 2025 to 30 September 2025

	Group			
	1 July 2025 to 30 September 2025 \$'000	1 July 2024 to 30 September 2024 \$'000	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Amount available for distribution to Unitholders at beginning of the period	20,799	16,403	18,683	15,539
Amount retained for working capital	(1,646) ⁽¹⁾	(1,290) ⁽¹⁾	(1,546) ⁽²⁾	(2,715) ⁽²⁾
Amount available for distribution to Unitholders at beginning of the period after retention	19,153	15,113	17,137	12,824
Total return for the period before tax and before distribution	9,009	4,692	20,415	15,991
Non-tax deductible/ (chargeable) items:				
Trustee's fees	95	96	284	283
Net change in fair value of financial derivatives	(122)	1,850	1,294	2,260
Net change in fair value of investment properties	481	468	6,835	(1,691)
Effects of recognising rental income on a straight-line basis over the lease term	22	(337)	(228)	369
Finance costs relating to lease liabilities	812	809	2,444	2,431
Land rent expenses	(1,313)	(1,267)	(3,928)	(3,550)
Other items	2,324	1,869	5,299	8,727
Net effect of non-tax-deductible items	2,299	3,488	12,000	8,829
Income available for distribution to Unitholders for the period before tax	11,308	8,180	32,415	24,820
Tax credit/(expense)	2	(9)	(342)	(284)
Income available for distribution to Unitholders for the period after tax	11,310	8,171	32,073	24,536
Total amount available for distribution to Unitholders for the period	30,463	23,284	49,210	37,360
Distribution of 1.15 cents per Unit for the period 1 July 2023 to 31 December 2023 ⁽³⁾	–	–	–	(12,786)
Distribution of 1.34 cents per Unit for the period 1 January 2024 to 30 June 2024	–	(15,076)	–	(15,076)
Distribution of 1.52 cents per Unit for the period 1 July 2024 to 31 December 2024	–	–	(17,101)	–
Distribution of 1.70 cents per Unit for the period 1 January 2025 to 30 June 2025	(19,126)	–	(19,126)	–
	(19,126)	(15,076)	(36,227)	(27,862)
Income available for distribution to Unitholders at end of the period	11,337	8,208	12,983	9,498
Amount retained for working capital	–	–	(1,646)	(1,290)
Number of Units entitled to distributions ('000)	1,125,055	1,125,055	1,125,055	1,125,055
Income available for distribution per Unit (cents)	1.01	0.73	2.88	2.21
Distribution amount declared per Unit (cents)	–	–	1.70	1.34

- (1) An amount of approximately \$1,290,000, after tax deductions, has been retained for working capital and pertains to distributions for the period from 1 January 2024 to 30 June 2024. Additionally, approximately \$1,646,000, after tax deductions, is retained for working capital and pertains to distributions for the period from 1 January 2025 to 30 June 2025.
- (2) An amount of approximately \$2,715,000, after tax deductions, has been retained for working capital and pertains to distributions for the period from 1 July 2023 to 31 December 2023. Additionally, approximately \$1,546,000, after tax deductions, is retained for working capital and pertains to distributions for the period from 1 July 2024 to 31 December 2024.
- (3) 13,266,912 Units amounting to approximately \$4,880,000 were issued by the Trust as part payment of distributions in respect of period from 1 July 2023 to 31 December 2023, pursuant to the Distribution Reinvestment Plan.

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Statement of Movement in Unitholders' Fund

For the financial period from 1 January 2025 to 30 September 2025

	Group		Trust	
	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Balance at beginning of the period	564,900	576,538	564,891	576,529
Operations				
Total return after tax and before distribution	20,073	15,707	20,170	15,707
Unitholders' transactions	584,973	592,245	585,061	592,236
Distributions declared to Unitholders	(36,227)	(27,862)	(36,227)	(27,862)
Unit issued through Distribution Reinvestment Plan	—	4,880	—	4,880
Equity issue costs pursuant to: Distribution Reinvestment Plan	—	(27)	—	(27)
Net decrease in net assets resulting from Unitholders' transactions	(36,227)	(23,009)	(36,227)	(23,009)
Unitholders' funds at end of the period	548,746	569,236	548,834	569,227

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

**Consolidated Portfolio Statement
As at 30 September 2025**

Group

Description of property	Type	Leasehold term ⁽¹⁾ (years)	Remaining lease term ⁽²⁾ (years)	Location	Committed occupancy rate as at		Carrying amount as at		% of net assets attributable to Unitholders as at	
					30 September 2025	31 December 2024	30 September 2025	31 December 2024	30 September 2025	31 December 2024
					%	%	\$'000	\$'000	%	%
New Tech Park	High-tech industrial	45	30	151 Lorong Chuan, Singapore 556741	95	82	364,322	361,700	66.4	64.0
8 Commonwealth Lane	High-tech industrial	53	33	8 Commonwealth Lane, Singapore 149555	76	76	54,634	54,700	10.0	9.7
Frontech Centre	High-tech industrial	99	35	15 Jalan Kilang Barat, Singapore 159357	100	97	22,192	22,500	4.0	4.0
Sabana@1TA4	High-tech industrial	51	22	1 Tuas Avenue 4, Singapore 639382	64	64	23,789	24,100	4.3	4.3
BTC Centre	High-tech industrial	50	31	23 Serangoon North Avenue 5, Singapore 554530	72	66	42,325	42,300	7.7	7.5
508 Chai Chee Lane	High-tech industrial	59	35	508 Chai Chee Lane, Singapore 469032	99	99	71,153	71,000	13.0	12.6
33, 33A & 35 Penjuru Lane	Chemical warehouse & logistics	61	23	33, 33A & 35 Penjuru Lane, Singapore 609200/609758/609202	86	74	40,033	42,000	7.3	7.4
18 Gul Drive	Chemical warehouse & logistics	33	13	18 Gul Drive, Singapore 629468	100	100	18,400	19,000	3.4	3.4
Penjuru Logistics Hub	Warehouse & logistics	30	7	34 Penjuru Lane, Singapore 609201	91	99	27,414	29,000	5.0	5.1
Freight Links Express Logisticentre	Warehouse & logistics	60	29	51 Penjuru Road, Singapore 609143	93	93	31,497	31,300	5.7	5.5
26 Loyang Drive	Warehouse & logistics	48	28	26 Loyang Drive, Singapore 508970	100	100	27,500	27,600	5.0	4.9
<i>Balance carried forward</i>							723,259	725,200	131.8	128.4

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

**Consolidated Portfolio Statement (cont'd)
As at 30 September 2025**

Group

Description of property	Type	Leasehold term ⁽¹⁾ (years)	Remaining lease term ⁽²⁾ (years)	Location	Committed occupancy rate as at		Carrying amount as at		% of net assets attributable to Unitholders as at	
					30 September 2025	31 December 2024	30 September 2025	31 December 2024	30 September 2025	31 December 2024
					%	%	\$'000	\$'000	%	%
<i>Balance brought forward</i>							723,259	725,200	131.8	128.4
3A Joo Koon Circle	Warehouse & logistics	60	22	3A Joo Koon Circle, Singapore 629033	87	96	38,005	36,500	6.9	6.5
2 Toh Tuck Link	Warehouse & logistics	60	31	2 Toh Tuck Link. Singapore 596225	91	77	30,263	30,200	5.5	5.3
10 Changi South Street 2	Warehouse & logistics	57	26	10 Changi South Street 2, Singapore 486596	92	100	45,647	46,900	8.3	8.3
123 Genting Lane	General industrial	60	16	123 Genting Lane, Singapore 349574	98	100	17,491	17,400	3.2	3.1
30 & 32 Tuas Avenue 8	General industrial	60	31	30 & 32 Tuas Avenue 8 639246/639247	–	–	23,091	23,600	4.2	4.2
39 Ubi Road 1	General industrial	60	26	39 Ubi Road 1 Singapore 408695	99	99	18,998	19,200	3.5	3.4
21 Joo Koon Crescent	General industrial	60	28	21 Joo Koon Crescent Singapore 629026	100	100	17,000	16,900	3.1	3.0
Investment properties – Fair value							913,754	915,900	166.5	162.2
Investment properties – Right-of-use assets							77,225	77,029	14.1	13.6
Total investment properties							990,979	992,929	180.6	175.8
Other assets and liabilities							(442,233)	(428,029)	(80.6)	(75.8)
Net assets attributable to Unitholders' Funds							548,746	564,900	100.0	100.0

(1) Includes the period covered by the relevant options to renew.

(2) Remaining lease term includes option lease term.

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

**Consolidated Portfolio Statement (cont'd)
As at 30 September 2025**

	Carrying values as at	
	30 September	31 December
	2025	2024
	\$'000	\$'000
As disclosed in the Statements of Financial Position:		
Investment properties – non-current	990,979	992,929

The carrying amount of the investment properties as at 30 June 2025 were based on independent desktop valuations undertaken by Jones Lang LaSalle Property Consultants Pte Ltd and CBRE Pte Ltd. (31 December 2024: Full independent valuations undertaken by Jones Lang LaSalle Property Consultants Pte Ltd and CBRE Pte Ltd.). Valuations are determined in accordance with the Trust Deed, which requires the investment properties to be valued by independent registered valuers at least once a year, in accordance with the Code on Collective Investment schemes issued by the Monetary Authority of Singapore.

The independent valuers have appropriate professional qualifications and recent experiences in the locations and category of the properties being valued. The valuations for these properties were based on the direct comparison method, capitalisation approach and discounted cashflow analysis in arriving at the open market value as at the reporting date. Refer to Note 4 for the key assumptions used to determine the fair value of these investment properties and the net change in fair value of the portfolio. The Manager has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of the current market conditions.

The carrying amount of the investment properties as at 30 September 2025 were based on the independent valuations as at 30 June 2025, taking into account capitalised expenditures, tenant improvements, leasing costs and amortisation of right-of-use asset recognised during the three-month period.

Management has assessed that the inputs and assumptions used by the valuers in the valuation techniques for their valuation as at 30 June 2025, such as occupancy rate, cashflows, capitalisation rate and discount rate, remains appropriate and reflect the current market conditions for the three-month period ended 30 September 2025.

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Consolidated statement of Cash Flows

For the financial period from 1 January 2025 to 30 September 2025

	Group	
	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Cash flows from operating activities		
Total return for the period before tax and distribution	20,415	15,991
Adjustments for:		
Net change in fair value of financial derivatives	1,294	2,260
Net change in fair value of investment properties	6,835	(1,691)
Net finance costs	15,404	15,638
	43,948	32,198
Change in trade and other receivables	623	(4,605)
Change in trade and other payables	3,194	433
	47,765	28,026
Cash generated from operations	34	80
Interest on late payment of rent received	47,799	28,106
Net cash from operating activities		
Cash flows from investing activities		
Capital expenditure on investment properties	(2,331)	(12,716)
Payment of upfront land premium	(369)	–
Interest income received	84	20
Net cash used in investing activities	(2,616)	(12,696)
Cash flows from financing activities		
Proceeds from borrowings	5,000	228,000
Repayment of borrowings	–	(193,000)
Transaction costs paid	–	(2,949)
Payment of lease liabilities	(1,484)	(1,378)
Finance costs relating to lease liabilities	(2,444)	(2,431)
Finance costs paid	(10,288)	(10,437)
Distributions paid	(35,170)	(23,009)
Net cash used in financing activities	(44,386)	(5,204)
Net increase in cash and cash equivalents	797	10,206
Cash and cash equivalents at beginning of the period	18,482	16,065
Cash and cash equivalents at end of the period	19,279	26,271

Significant non-cash transactions

13,266,912 Units amounting to approximately \$4,880,000 were issued by the Trust as part payment of distributions in respect of period from 1 July 2023 to 31 December 2023, pursuant to the Distribution Reinvestment Plan.

The accompanying notes form an integral part of this interim financial information.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

1. General

Sabana Industrial Real Estate Investment Trust (the “Trust”) is a Singapore-domiciled unit trust constituted pursuant to the trust deed dated 29 October 2010 (as amended by the First Supplemental Deed dated 2 December 2010, the First Amending and Restating Deed dated 24 February 2016, the Second Amending and Restating Deed dated 24 March 2016, the Second Supplemental Deed dated 6 May 2019, the Third Amending and Restating Deed dated 7 April 2020, the Third Supplemental Deed dated 21 October 2021, and the Fourth Supplemental Deed dated 30 May 2025) (collectively, the “Trust Deed”) between Sabana Real Estate Investment Management Pte. Ltd. (the “Manager”) and HSBC Institutional Trust Services (Singapore) Limited (the “Trustee”). The Trust Deed is governed by the laws of the Republic of Singapore. The Trustee is under a duty to take into custody and hold the assets of the Trust held by it or through its subsidiary (collectively, the “Group”) in trust for the holders (“Unitholders”) of units in the Trust (the “Units”).

The Trust was a dormant private trust from the date of constitution until its acquisition of properties on 26 November 2010. It was formally admitted to the Official List of Singapore Exchange Securities Trading Limited (the “SGX-ST”) on 26 November 2010 and was included in the Central Provident Fund (“CPF”) Investment Scheme on 26 November 2010.

The Financial Information of the Group as at 30 September 2025 comprises the Trust and its subsidiaries (together referred to as the “Group” and individually as “Group entities”).

The principal activity of the Trust is to invest in income producing real estate used for industrial purposes in Asia, as well as real estate-related assets. The principal activities of the subsidiaries are set out on Note 5 of the Financial Information.

2. Material accounting policy information

2.1 Basis of preparation

The Financial Information has been prepared in accordance with provisions of the Statement of Recommended Accounting Practice (“RAP”) 7 “Reporting Framework for Investment Funds” applicable to interim financial information issued by the Institute of Singapore Chartered Accountants. RAP 7 requires the accounting policies to generally comply with the recognition and measurement principles of Singapore Financial Reporting Standards (“FRS”).

The Financial Information does not contain all of the information required for full annual financial statements.

The Financial Information is prepared on a historical cost basis, except for investment properties and financial instruments which are stated at fair value.

The Financial Information is presented in Singapore dollars which is the Trust’s functional currency. All financial information presented in Singapore dollars has been rounded to the nearest thousand, unless otherwise stated.

2. Material accounting policy information (cont'd)

2.1 Basis of preparation (cont'd)

The preparation of financial information in conformity with RAP 7 requires the Manager to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the Financial Information are described in Notes 4 and 15 to the Financial Information.

The accounting policies applied by the Group in this Financial Information are the same as those applied by the Group in its audited financial statements for the year ended 31 December 2024, apart from the adoption of the new or amended standards which are effective from 1 January 2025.

2.2 Going concern

As at 30 September 2025, the Group and the Trust is in a net current liabilities of \$77.6 million and \$77.5 million, respectively (31 December 2024: net current assets of \$2.4 million and \$2.4 million, respectively). The net current liabilities position is primarily due to a loan of \$75.0 million that matures in March 2026. While the Internalisation Process is currently still ongoing, the Manager has approached the lenders for the potential extension of the loan facilities. The Group's financial position remains adequate and given the moderate gearing ratio and 100% unencumbered portfolio, the Manager believes that the Group will be able to meet its funding requirements when the loan becomes due.

As described in Note 17, there is a material uncertainty that may cast significant doubt on the ability of the Group and the Trust to continue as a going concern depending on the outcome of the internalisation of the Manager ("Internalisation"), coupled with loan refinancing which is due in March 2026.

Notwithstanding the above, the Financial Information has been prepared on a going concern basis as the Manager believes that the Group will be able to meet its funding requirements to enable continuation of its operations for the next twelve months.

In assessing the appropriateness of the going concern assumption, management has considered the consequences of various events and conditions (Note 17) and the loan refinancing which is due in March 2026, and exercised judgement which includes legal and regulatory requirements, conditions and timing for triggering of the loan review event and the ability of the Group to meet its funding requirements in determining whether they create a material uncertainty that casts significant doubt upon the Group and Trust's ability to continue as a going concern.

3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

4. Investment properties

	30 September 2025			31 December 2024
	Fair value \$'000	ROU assets \$'000	Total \$'000	Total \$'000
Group and Trust				
Balance at beginning of the year	915,900	77,029	992,929	979,987
Capital expenditure	2,445	–	2,445	11,026
Straight-line adjustments in accordance with FRS 116	228	–	228	332
Net change in fair value of investment properties	(5,351)	(1,484)	(6,835)	(9,339)
Remeasurement of ROU assets	–	1,680	1,680	2,798
Capitalisation of leasing commission	660	–	660	617
Amortisation of leasing commission	(497)	–	(497)	(471)
Payment of upfront land premium	369	–	369	7,979
Balance at end of the period	913,754	77,225	990,979	992,929

Details of the investment properties are shown in the Consolidated Portfolio Statement.

Security

As at 30 September 2025, all investment properties of the Group and the Trust are subject to a negative pledge in connection with the borrowing facilities (31 December 2024: all investment properties of the Group and the Trust are subject to a negative pledge in connection with the borrowing facilities).

Measurement of fair value

Investment properties are stated at fair value based on valuations performed by independent professional valuers having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The fair values are based on open market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and willing seller in an arm's length transaction wherein the parties had each acted knowledgeably prudently and without compulsion.

In determining the fair value, the valuers have used valuation techniques which involve certain estimates. In relying on the valuation reports, the Manager has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of current market conditions. The valuation reports are prepared in accordance with recognised appraisal and valuation standards. The estimates underlying the valuation techniques in the next financial year may differ from current estimates, which may result in valuations that may be materially different from the valuations as at reporting date.

4. Investment properties (cont'd)

Measurement of fair value (cont'd)

The valuers have considered the capitalisation approach, discounted cash flow and direct comparison methods in arriving at the open market value as at the reporting date. The capitalisation approach capitalises an income stream into a present value using single-year capitalisation rates. The income stream used is adjusted to market rentals currently being achieved within comparable investment properties and recent leasing transactions achieved within the investment properties. The discounted cash flow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return ("Discount Rate") to arrive at the market value. The discounted cash flow method requires the valuer to assume a rental growth rate indicative of market and the selection of a Discount Rate consistent with current market requirements. The direct comparison method considered transacted prices of comparable properties.

The Group's investment properties are carried at fair value based on Level 3 of the fair value hierarchy as inputs are unobservable.

Fair value hierarchy

The table below analyses investment properties carried at fair value. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical investment properties that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the investment properties, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: unobservable inputs for the investment properties.

The following table shows the key unobservable inputs used in the valuation models for investment properties:

Type	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Investment properties		The estimated fair value of investment properties would increase/(decrease) if:
	• Capitalisation rates from 5.50% to 6.50% (2024: 5.50% to 6.50%)	• the capitalisation rates were lower/(higher); or
	• Discount rate of 7.25% to 8.25% (2024: 7.25% to 8.25%)	• the discount rates were lower/(higher); or
	• Terminal yield rates from 5.75% to 6.75% (2024: 5.75% to 6.75%)	• the terminal yield rates were lower/(higher); or
	• Vacancy assumption rates from 1.00% to 5.00% (2024: 1.00% to 5.00%)	• the vacancy assumption rates were lower/(higher); or
	• Rental growth rates from 1.39% to 3.00% (2024: 1.39% to 3.00%)	• the rental growth rates were higher/(lower); or

The direct comparison method considered transacted prices of comparable properties. The estimated fair value of investment properties would increase/(decrease) when the transacted prices of comparable properties are higher/(lower).

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

5. Subsidiaries

	Trust	
	30 September 2025	31 December 2024
	\$'000	\$'000
Equity investments at cost	*	*

* Less than \$1,000

Details of the subsidiaries of the Group are as follows:

Name of subsidiaries	Principal activities	Country of incorporation	Effective equity interest held by the Group	
			30 September 2025	31 December 2024
Sabana Sukuk Pte. Ltd. ⁽¹⁾	Provision of treasury services	Singapore	100%	100%
SabNewCo Pte. Ltd. ⁽²⁾	Property fund management (including REIT management and direct property fund management)	Singapore	100%	100%

⁽¹⁾ Audited by EY LLP Singapore.

⁽²⁾ Exempted from audit.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

6. Derivative financial instruments

	Group		Trust	
	30 September 2025 \$'000	31 December 2024 \$'000	30 September 2025 \$'000	31 December 2024 \$'000
Current assets				
Interest rate swaps at fair value through Statement of Total Return	–	707	–	707
Non-current liabilities				
Interest rate swaps at fair value through Statement of Total Return	(796)	(288)	(796)	(288)
Current liabilities				
Interest rate swaps at fair value through Statement of Total Return	(262)	(117)	(262)	(117)
Total derivative financial instruments	(1,058)	302	(1,058)	302
Derivative financial instruments as a percentage of net assets	(0.19%)	0.05%	(0.19%)	0.05%

The Group uses interest rate swaps to manage its exposure to interest rate movements on its floating rate bearing loan facilities by swapping the interest rates on a proportion of these term loans from floating rates to fixed rates.

Interest rate swaps with a total notional amount of \$160.0 million (31 December 2024: \$160.0 million) had been entered into at the reporting date to provide fixed rate funding for terms of up to 2.2 years (31 December 2024: up to 3 years).

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

7. Borrowings

		Group		Trust	
	Note	30 September 2025 \$'000	31 December 2024 \$'000	30 September 2025 \$'000	31 December 2024 \$'000
Unsecured Term Loan Facility ⁽¹⁾	(a)	50,000	–	50,000	–
Unsecured Revolving Loan Facility ⁽¹⁾	(b)	33,000	8,000	33,000	8,000
Less: Unamortised capitalised transaction costs		(147)	–	(147)	–
Total current borrowings		82,853	8,000	82,853	8,000
Unsecured Term Loan Facility ⁽¹⁾	(a)	125,000	175,000	125,000	175,000
Unsecured Revolving Loan Facility ⁽¹⁾	(b)	50,000	70,000	50,000	70,000
Guaranteed Bond Facility	(c)	100,000	100,000	100,000	100,000
Less: Unamortised capitalised transaction costs		(2,903)	(4,006)	(2,903)	(4,006)
Total non-current borrowings		272,097	340,994	272,097	340,994
Total borrowings		354,950	348,994	354,950	348,994

(1) All the borrowings have a nominal interest rate of Singapore Overnight Rate Average + Margin (31 December 2024: a nominal interest rate of Singapore Overnight Rate Average + Margin)

(a) Unsecured Term Loan Facility

As of 30 September 2025, the outstanding unsecured Term Loan Facility consisted of:

- (i) 4-year term loan facilities of \$50.0 million maturing in March 2026.
- (ii) 5-year term loan facilities of \$50.0 million maturing in March 2027.
- (iii) 4-year term loan facilities of \$75.0 million maturing in May 2028.

As of 31 December 2024, the outstanding unsecured Term Loan Facility consisted of:

- (i) 4-year term loan facilities of \$50.0 million maturing in March 2026.
- (ii) 5-year term loan facilities of \$50.0 million maturing in March 2027.
- (iii) 4-year term loan facilities of \$75.0 million maturing in May 2028.

7. Borrowings (cont'd)

(b) Unsecured Revolving Loan Facility

As of 30 September 2025, the outstanding unsecured Revolving Loan Facility consisted of:

- (i) 4-year revolving loan facilities of \$8.0 million maturing in October 2025.
- (ii) 4-year revolving loan facilities of \$25.0 million maturing in March 2026.
- (iii) 5-year revolving loan facilities of \$25.0 million maturing in March 2027.
- (iv) 4-year revolving loan facilities of \$25.0 million maturing in May 2028.

As of 31 December 2024, the outstanding unsecured Revolving Loan Facility consisted of:

- (i) 4-year revolving loan facilities of \$8.0 million maturing in October 2025.
- (ii) 4-year revolving loan facilities of \$25.0 million maturing in March 2026.
- (iii) 5-year revolving loan facilities of \$20.0 million maturing in March 2027.
- (iv) 4-year revolving loan facilities of \$25.0 million maturing in May 2028.

(c) Guaranteed Bond Facility

On 25 June 2024, \$100.0 million guaranteed bonds at a coupon rate of 4.15% due in June 2029 were issued to refinance the existing loan facilities. The guaranteed bonds amounting to \$100.0 million are unconditionally and irrevocably guaranteed by the Credit Guarantee and Investment Facility, a trust fund of the Asian Development Bank. The interests of the bonds are payable half-yearly in arrears. The bonds are listed on the Singapore Exchange Securities Trading Limited.

(d) Unutilised Loan Facilities

As of 30 September 2025, the Group has access to the following unutilised revolving loan facilities consisting of:

- (i) 4-year revolving loan facilities of \$17.0 million maturing in October 2025.

As of 31 December 2024, the Group has access to the following unutilised revolving loan facilities consisting of:

- (i) 4-year revolving loan facilities of \$17.0 million maturing in October 2025.
- (ii) 5-year revolving loan facilities of \$5.0 million maturing in March 2027.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

7. Borrowings (cont'd)

All the unsecured borrowings are subject to the following covenants:

- **Aggregate Leverage:** The Borrower shall ensure and procure that the ratio of the consolidated total borrowings to the consolidated deposited property shall not at any time be more than 50%. The aggregate leverage ratio was 38.0% as at 30 September 2025 (31 December 2024: 37.4%).
- **Interest Coverage Ratio ("ICR"):** The Borrower shall ensure that the ICR shall not be less than 2.5 times, based on the ICR definition in Appendix 6 of the Code on Collective Investment Schemes. The 12-months trailing ICR was 3.4 times as at 30 September 2025 (31 December 2024: 3.0 times). Assuming a 10% decrease in Earnings Before Interest, Taxes, Depreciation, and Amortization ("EBITDA") and interest expense costs held constant, ICR would be 3.1 times. Assuming a 100 basis points increase in interest rates and EBITDA held constant, ICR would be 3.2 times.
- **Consolidated Total Assets:** The Borrower shall ensure and procure that the consolidated total assets of the group shall not be less than \$800.0 million.

All covenants are tested half-yearly, at 30 June and 31 December. The Group has complied with these covenants throughout the reporting period.

8. Units in issue and to be issued

	Group and Trust	
	30 September 2025	31 December 2024
	'000	'000
Units in issue:		
At beginning of the period/year	1,125,055	1,111,788
Units issued:		
- Distribution Reinvestment Plan	–	13,267
Total issued Units at the end of the period/year	1,125,055	1,125,055

9. Property expenses

Included in property expenses is a net write back of impairment loss of \$113,000 on trade receivables for period from 1 July 2025 to 30 September 2025 (1 July 2024 to 30 September 2024: net write off of impairment loss of \$1,000) and net write back of impairment loss of \$315,000 for period from 1 January 2025 to 30 September 2025 (1 January 2024 to 30 September 2024: net write off of impairment loss of \$1,167,000).

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

10. Net finance cost

	Group			
	1 July 2025 to 30 September 2025 \$'000	1 July 2024 to 30 September 2024 \$'000	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Finance income				
Interest income from fixed deposit	17	16	84	20
Interest on late payment of rent	13	10	34	80
	30	26	118	100
Finance costs:				
Term loan facility	1,495	2,789	5,173	10,525
Revolving loan facility	751	580	2,536	1,861
Bond facility	1,046	1,046	3,104	1,114
Interest rate swaps	349	(831)	362	(2,626)
Amortisation of transaction costs	719	935	1,903	2,433
	4,360	4,519	13,078	13,307
Finance costs relating to lease liabilities	812	809	2,444	2,431
	5,172	5,328	15,522	15,738
Net financing costs	5,142	5,302	15,404	15,638

11. Other trust expenses

Included in other trust expenses are:

	Group			
	1 July 2025 to 30 September 2025 \$'000	1 July 2024 to 30 September 2024 \$'000	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Audit fees	84	90	265	220
Non-audit fees	17	12	47	36
Valuation fees	25	25	75	75
Professional fees	56	107	404	296
Other expenses ⁽¹⁾	640	691	1,578	5,049
	822	925	2,369	5,676

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

11. Other trust expenses (cont'd)

⁽¹⁾ Other expenses comprised expenses incurred and accrued in respect of implementation of the resolutions passed at the extraordinary general meeting of Sabana Industrial REIT held on 7 August 2023 to effect the internalisation. An amount of \$583,000 and \$1,410,000 was incurred and accrued for the period from 1 July 2025 to 30 September 2025 and 1 January 2025 to 30 September 2025, respectively. Of the \$583,000, an amount of \$100,000 pertains to operational expenses incurred at SabNewCo entity level. (An amount of \$632,000 and \$4,913,000 was incurred and accrued for the period from 1 July 2024 to 30 September 2024 and 1 January 2024 to 30 September 2024 respectively).

12. Tax (credit)/ expense

	Group			
	1 July 2025 to 30 September 2025 \$'000	1 July 2024 to 30 September 2024 \$'000	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Tax expense				
Current period	(2)	9	342	284
Reconciliation of effective tax rate				
Total return for the period before taxation and distribution	9,009	4,692	20,415	15,991
Tax calculated using Singapore tax rate of 17% (31 December 2024: 17%)	1,532	798	3,471	2,718
Non-tax deductible items	614	808	2,708	2,104
Tax exempt income	(223)	(215)	(668)	(604)
Tax transparency	(1,925)	(1,382)	(5,169)	(3,934)
	(2)	9	342	284

Under the tax transparency treatment, the Trustee is not subject to income tax on the taxable income of the Trust to the extent of the amount distributed provided the Trust distributes at least 90% of the taxable income for the relevant financial year. The taxable income that is not distributed by the Trust for the relevant financial year is subject to income tax at the prevailing rate (currently 17%). The income tax, amounting to approximately \$337,000, therefore represents the income tax payable on the taxable income for the half-year ended 30 June 2025 that is not distributed by the Trust, i.e., approximately 10% of the taxable income for the half-year ended 30 June 2025. The remaining income tax, amounting to approximately \$5,000, relates to the income tax payable accounted for the income generated from the solar project, which are taxable under the tax transparency treatment.

Sabana Industrial Real Estate Investment Trust and its subsidiaries

Notes to the Interim Financial Information

For the financial period from 1 January 2025 to 30 September 2025

13. Earning per unit

Basic and diluted earnings per Unit is based on:

	Group			
	1 July 2025 to 30 September 2025 '000	1 July 2024 to 30 September 2024 '000	1 January 2025 to 30 September 2025 '000	1 January 2024 to 30 September 2024 '000
Total return for the period after taxation and before distribution	9,011	4,683	20,073	15,707

Number of Units

Weighted average number of Units	1,125,055	1,125,055	1,125,055	1,121,230
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The diluted earnings per Unit is the same as the basic earnings per Unit for the Group as there are no EPU dilutive financial instruments.

14. Related parties

In the normal course of its business, the Group carried out transactions with related parties on terms agreed between the parties. During the financial period, in addition to those disclosed elsewhere in the financial information, there were the following significant related party transactions:

	Group			
	1 July 2025 to 30 September 2025 \$'000	1 July 2024 to 30 September 2024 \$'000	1 January 2025 to 30 September 2025 \$'000	1 January 2024 to 30 September 2024 \$'000
Manager's fees and reimbursables paid/payable to the Manager	1,447	1,213	3,806	3,554
Property/lease management fees and reimbursables paid/payable to the Property Manager	897	841	2,667	2,507
Trustee fees paid/payable to the Trustee	95	96	284	283

The Manager's fees payable includes a provision for performance fees amounting to \$252,000 as at 30 September 2025. Pursuant to the Trust Deed, the manager is entitled to a performance fee equal to 0.5% per annum of the Group's Net Property Income in the relevant financial year, provided that the Group achieves an annual growth in distribution per unit of at least 10.0% over the previous financial year (calculated after accounting for the performance fee.)

15. Significant areas of estimation uncertainty and critical judgements in applying accounting policies

Other than as disclosed elsewhere in this Financial Information, the significant areas of estimation uncertainty and critical judgements in applying the entity's accounting policies are set out below:

(i) *Derivatives*

The fair value of interest rate swaps is based on broker quotes at the reporting date. These quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument and include adjustments to take into account of the credit risk of the Group, and counterparties when appropriate.

(ii) *Borrowings*

The fair values of the fixed rate and floating rate borrowings are estimated using the discounted cash flow technique. Future cash flows are based on management's best estimates and the discount rate is based on a market-related rate for a similar instrument at the reporting date.

The carrying amounts of floating rate borrowings which are repriced within 3 months from the reporting date approximate their fair values.

(iii) *Going Concern*

In assessing the appropriateness of the going concern assumption, management has considered the consequences of various events and conditions (please refer to Note 2.2 and 17), and exercised judgement which includes legal and regulatory requirements, conditions and timing for triggering of the loan review event in determining whether they create a material uncertainty that casts significant doubt upon the Group and Trust ability to continue as a going concern.

16. Financial ratios

	Group	
	30 September 2025	31 December 2024
	%	%
Ratio of expenses to weighted average net assets ⁽¹⁾		
- including performance component of Manager's fees	1.55	2.25
- excluding performance component of Manager's fees	1.55	2.25

(1) The annualised ratios are computed in accordance with the guidelines of Investment Management Association of Singapore. The expenses used in the computation relate to expenses of the Group, excluding property expenses, finance costs and income tax expense.

17. Extraordinary General Meeting

At the extraordinary general meeting of Sabana Industrial REIT (“**EGM**”) held on 7 August 2023, unitholders of Sabana Industrial REIT (“**Unitholders**”) had voted to, among others, direct HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Sabana Industrial REIT (the “**Trustee**”), to remove Sabana Real Estate Investment Management Pte. Ltd. (“**SREIM**”) as the manager of Sabana Industrial REIT as soon as practicable and to “effect the internalisation of the REIT management function by incorporating a subsidiary wholly owned by the Trustee and appointing such a subsidiary to act as the manager of Sabana Industrial REIT” (the “**Internalisation Resolutions**”).

In furtherance of the Internalisation Resolutions, the Trustee has since (amongst others):

- (i) received the approval of Unitholders for certain proposed amendments to the trust deed constituting Sabana Industrial REIT (the “**Trust Deed**”) to facilitate the proposed internalisation pursuant to an EGM held on 6 August 2024;
- (ii) submitted the capital markets services licence application for the new internalised manager of Sabana Industrial REIT (the “**New Internalised Manager**”) to the Monetary Authority of Singapore (the “**CMS Licence Application**”);
- (iii) received the approval of Unitholders in respect of director candidates to be appointed and/or endorsed as directors of the board of the New Internalised Manager, subject to the requisite approvals of the Monetary Authority of Singapore having been obtained;
- (iv) entered into the Fourth Supplemental Deed with SREIM to amend the Trust Deed in accordance with the extraordinary resolution passed at the EGM held on 6 August 2024;
- (v) appointed two directors of the board of the New Internalised Manager with effect from 22 August 2025 to facilitate the CMS Licence Application; and
- (vi) received in-principle approval from the Monetary Authority of Singapore in respect of the CMS Licence Application on 27 August 2025.
- (vii) received the CMS Licence for real estate investment trust management from the Monetary Authority of Singapore on 14 October 2025.

The Trustee has also issued various statements to Unitholders (the “**Trustee Statements**”) where the Trustee has provided updates to Unitholders in relation to the implementation of the Internalisation Resolutions, including but not limited to:

- (a) the outcome of the originating application (in HC/OA 19/2024) under Order 32 of the Rules of Court 2021 of Singapore;
- (b) the dismissal of the appeal (in AD/CA 37/2024) by the ESR Entities¹ in the Appellate Division of the High Court of Singapore;
- (c) the workstreams concerning the status and progress of the CMS Licence Application; and
- (d) the identification of personnel for the New Internalised Manager (i.e. a suitable board of directors and qualified management personnel).

1 The “**ESR Entities**” refer to ESR Group Limited, E-Shang Jupiter Cayman Limited and E-Shang Infinity Cayman Limited collectively.

17. Extraordinary General Meeting (cont'd)

The Trustee has stated in the Trustee Statements that it will continue to provide further updates and engage with Unitholders in respect of material developments. All updates from the Trustee (including the Trustee Statements) are and will be made available via SGXNet.

Given the inherent uncertainties involved in the internalisation process, while the Trustee has, by way of the Trustee Statements, provided certain updates on the costs incurred in connection with the implementation of the internalisation process, it is not possible for the Trustee to provide a projection or estimate on the total cost of internalisation, which is still ongoing. Nothing in these financial statements should therefore be construed as a statement or forecast by the Trustee of the cost of internalisation.

The Manager would like to draw attention to the potential financial implication to Sabana Industrial REIT arising from the implementation of the Internalisation Resolutions. Once the removal of SREIM as manager of Sabana Industrial REIT is effected, it would trigger the removal of manager clause that constitutes a review event under Sabana Industrial REIT's existing financing arrangements of unsecured loans with various lenders (the "**Unsecured Facility Agreements**") and the facility agreement (the "**SBLC Facility Agreement**") for the issue by the lenders thereunder of an irrevocable standby letter of credit in favour of Credit Guarantee & Investment Facility ("**CGIF**"), as guarantor for Sabana Industrial REIT's five year senior unsecured sustainability-linked guaranteed bonds due in 2029 (the "**Bonds**") (collectively, the Unsecured Facility Agreements and the SBLC Facility Agreement shall be referred to as the "**Existing Facilities**"). If triggered, this may result in mandatory prepayment by Sabana Industrial REIT of its outstanding loans and interest under the Existing Facilities if no satisfactory agreement is reached with the lenders, within a period of not more than 30 days (or such longer period as the lenders of Sabana Industrial REIT may agree), following the review event, and/or the imposition by CGIF of additional conditions as part of its agreement to provide its guarantee for the Bonds. Unitholders should note that there could therefore be serious consequences for Sabana Industrial REIT and its Unitholders arising from its Existing Facilities and/or the Bonds if the Manager is removed.

In this regard, as mentioned in the Interim Financial Information for the period from 1 January 2023 to 30 June 2023 announced on 19 July 2023, the Manager had previously written to the relevant lenders at the material time to seek a waiver from the abovementioned review event under Sabana Industrial REIT's then existing financing arrangements, in the event that SREIM is removed as the manager of Sabana Industrial REIT. However, the lenders had then replied that they were unable to grant the relevant waivers at that juncture. The Manager and the Trustee will continue to engage with the lenders following the passing of the Resolutions and will update Unitholders as and when there are material developments.

Other Information Required by Listing Rule Appendix 7.2

1 (a)(i) Statement of Total Return and Distribution Statement

Please refer to page 2 and 3 of the Interim Financial Information.

(b)(i) Statement of Financial position, together with comparatives as at the end of the immediate preceding financial year

Please refer to page 1 of the Interim Financial Information.

(b)(ii) Aggregate amount of borrowings and debt securities

Please refer to Note 7 of the Interim Financial Information.

(c) Statement of Cash Flows

Please refer to page 8 of the Interim Financial Information.

(d)(i) Statement of Movements in Unitholders' Funds

Please refer to page 4 of the Interim Financial Information.

(d)(ii) Details of any changes in the Units

Please refer to page Note 8 of the Interim Financial Information.

(d)(iii) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period

Not applicable.

2. Whether the figures have been audited, or reviewed and in accordance with which auditing standard or practice

The figures have not been audited but have been reviewed by the auditors in accordance with Singapore Standard on Review Engagements 2410 *“Review of Interim Financial Information Performed by the Independent Auditor of the Entity”*.

3. Where the figures have been audited, or reviewed, the auditors' report (including any qualifications or emphasis of matter)

Please see attached review report.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited financial statements have been applied

The Group has applied the same accounting policies and methods of computation in the preparation of the financial statements for the current reporting period compared with the audited financial statements for the year ended 31 December 2024.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

Not applicable.

6. Earnings per unit (“EPU”) and Distribution per unit (“DPU”) of the Group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

Please refer to page 2 and 3 of the Interim Financial Information.

7. Net asset value per unit and net tangible asset per unit based on units issued at the end of the financial period and immediately preceding financial year

Please refer to Appendix 1.

8. Review of performance of the Group

Please refer to Appendix 2.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

The Manager has not disclosed any financial forecast to the market.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next operating period and the next 12 months

Outlook

On 14 October 2025, advance estimates released by the Ministry of Trade and Industry (“MTI”) showed that the Singapore economy grew by 2.9 per cent on a year-on-year basis in 3Q 2025, moderating from the 4.5 per cent growth in the previous quarter.¹

The Monetary Authority of Singapore (“MAS”) highlighted Singapore’s GDP growth is expected to moderate from this above-trend pace in the upcoming quarters as activity normalises in the trade-related sectors. MAS expects continuing global investments related to AI to provide some support to the domestic manufacturing sector.²

Against this backdrop, the industrial property market has remained resilient. According to JTC’s second quarter market report released on 24 July 2025, rental and price indices of all industrial space in 2Q 2025 rose by 0.7% and 1.4% respectively compared to the previous quarter. Overall occupancy rate for the industrial property market fell by 0.2 percentage points to 88.8% compared to the previous quarter and previous year. Meanwhile, occupancy rate of business parks rose by 0.8 percentage points to 76.7% in 2Q 2025 compared to 1Q 2025 as tenants moved into newly completed developments³.

While Cushman & Wakefield expects industrial rental growth to moderate amid higher vacancy rates, existing industrial properties could still see positive rental reversion as leases come up for renewal, given the robust industrial rental growth in recent years. Overall, industrial rents are projected to grow steadily by 1-3% year-on-year, in line with GDP growth and inflation. The exception is suburban business parks given their elevated vacancy levels. Growth in overall industrial rent is driven by new developments, where asking rents have held steady due to higher construction costs⁴.

CBRE Research also anticipates a potential rebound in prime logistics rent in 2H 2025, despite a 2.1% year-on-year decline in 1H 2025, underscoring active demand for quality logistics space⁵.

With the stellar year-to-date (9M 2025) results performance of achieving 30.3% y-o-y growth in income available for distribution per unit, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025, barring unforeseen circumstances.

Sabana Industrial REIT is well-positioned to continue its growth trajectory.

¹ Singapore’s GDP grew by 2.9 per cent in third quarter of 2025”, Ministry of Trade and Industry, Singapore. 14 October 2025

² “MAS Monetary Policy Statement – October 2025, MAS. 14 October 2025

³ Quarterly Market Report on Industrial Properties for 2Q 2025, JTC. 24 July 2025

⁴ Singapore Market Outlook H2 2025, Cushman & Wakefield. 5 August 2025

⁵ Singapore Figures Q2 2025 – Resilience amid Uncertainty, CBRE. 10 July 2025

11. Distributions

(a) Current financial period

Any distributions declared for the current financial period? No

(b) Corresponding period of the preceding financial period

Any distributions declared for the corresponding period of the immediate preceding financial period? No

12. If no distribution has been declared/(recommended), a statement to that effect

Not applicable for current period.

13. Distribution policy

The distribution policy is to distribute at least 90.0% of its distributable income to Unitholders on a half-yearly basis at the discretion of the Manager, having regards to funding requirements and other capital management considerations.

14. General mandate for Interested Person Transactions

The Trust has not obtained a general mandate from Unitholders for interested person transactions.

15. Confirmation pursuant to Rule 705(5) of the Listing Manual

To the best of our knowledge, nothing has come to the attention of the Board of Directors of the Manager of the Trust (the “Manager”) which may render the unaudited interim financial statements of the Group and Trust (comprising the statement of financial position as at 30 September 2025, statement of total return & distribution statements, statement of cash flows and statement of movements in Unitholders’ funds for the period ended on that date), together with their accompanying notes, to be false or misleading, in any material aspect.

16. Procured Undertakings By the Board and Executive Officers to Rule 720(1)

The Manager of Sabana Industrial REIT confirms that it has procured undertakings from all its directors and executive officers under Rule 720(1) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

**On behalf of the Board of Directors of
Sabana Real Estate Investment Management Pte. Ltd.
(Company registration number 201005493K)
as Manager of Sabana Industrial Real Estate Investment Trust**

Tan Cheong Hin
Director

Wong Heng Tew
Director

By Order of the Board
Cho Form Po
Company Secretary
Sabana Real Estate Investment Management Pte. Ltd.
(Company registration number 201005493K)
as Manager of Sabana Industrial Real Estate Investment Trust

22 October 2025

Appendix 1

	Group		Trust	
	As at 30/9/2025	As at 31/12/2024	As at 30/9/2025	As at 31/12/2024
Net asset value (“NAV”) and net tangible asset (“NTA”) per unit (S\$) ^(a)	0.49	0.50	0.49	0.50

Note:

- (a) The number of units used to compute NAV per unit and NTA per unit is 1,125,055,242 (31 December 2024: 1,125,055,242).

Appendix 2

Review of the Performance of the Group for the current financial period reported on

3Q 2025 vs 3Q 2024

<u>Statement of Total Return</u>	Group		
	3Q 2025	3Q 2024	Fav / (Unfav)
	S\$'000	S\$'000	%
Gross revenue	29,919	28,410	5.3
Property expenses	(13,044)	(13,863)	5.9
Net property income ^(a)	16,875	14,547	16.0
Finance income	30	26	15.4
Finance costs ^(b)	(4,360)	(4,519)	3.5
Finance costs relating to lease liabilities	(812)	(809)	(0.4)
Net finance costs	(5,142)	(5,302)	3.0
Manager's fees	(1,447)	(1,213)	(19.3)
Trustee's fees	(95)	(96)	1.0
Donations	(1)	(1)	-
Other trust expenses ^(c)	(822)	(925)	11.1
Net income	9,368	7,010	33.6
Net change in fair value of financial derivatives ^(d)	122	(1,850)	n.m
Net change in fair value of investment properties ^(e)	(481)	(468)	n.m
Total return for the period before taxation	9,009	4,692	92.0
Tax credit/(expense)	2	(9)	122.2
Total return for the period after taxation	9,011	4,683	92.4
Distribution adjustments	2,299	3,488	n.m
Total income available for distribution to Unitholders for the period before tax ^(f)	11,308	8,180	38.2
Total income available for distribution to Unitholders for the period after tax	11,310	8,171	38.4

n.m denotes "not meaningful"

* Less than S\$1,000

Notes:

- (a) Net property income increased by 16.0% mainly attributed by higher gross revenue and lower overall property expenses.
- (b) Finance costs decreased by 3.5% mainly due to the decrease in overall interest rates.
- (c) Other trust expenses decreased by 11.1% mainly due to lower internalisation expenses incurred.
- (d) The net change in fair value of financial derivatives relates to the fair value change of the interest rate swaps recognised.
- (e) The net change in fair value of investment properties mainly relates to the adjustments in ROU assets and the valuation movement based on the independent valuations of the properties undertaken by the Independent Valuers as at 30 June 2025.
- (f) Income available for distribution before tax increased by 38.2% mainly due to higher net property income recorded and lower finance costs.

Review of the Performance of the Group for the current financial period reported on

YTD 2025 vs YTD 2024

<u>Statement of Total Return</u>	Group		
	YTD 2025	YTD 2024	Fav / (Unfav)
	S\$'000	S\$'000	%
Gross revenue	89,260	83,575	6.8
Property expenses	(38,852)	(41,863)	7.2
Net property income ^(a)	50,408	41,712	20.8
Finance income	118	100	18.0
Finance costs ^(b)	(13,078)	(13,307)	1.7
Finance costs relating to lease liabilities	(2,444)	(2,431)	(0.5)
Net finance costs	(15,404)	(15,638)	1.5
Manager's fees	(3,806)	(3,554)	(7.1)
Trustee's fees	(284)	(283)	(0.4)
Donations	(1)	(1)	-
Other trust expenses ^(c)	(2,369)	(5,676)	58.3
Net income	28,544	16,560	72.4
Net change in fair value of financial derivatives ^(d)	(1,294)	(2,260)	n.m
Net change in fair value of investment properties ^(e)	(6,835)	1,691	n.m
Total return for the period before taxation	20,415	15,991	27.7
Tax expense	(342)	(284)	(20.4)
Total return for the period after taxation	20,073	15,707	27.8
Distribution adjustments	12,000	8,829	n.m
Total income available for distribution to Unitholders for the period before tax ^(f)	32,415	24,820	30.6
Total income available for distribution to Unitholders for the period after tax	32,073	24,536	30.7
Total distribution amount declared to Unitholders for the period ^(g)	19,126	15,076	26.9

n.m denotes "not meaningful"

* Less than S\$1,000

Notes:

- (a) Net property income increased by 20.8% mainly attributed by higher gross revenue and lower overall property expenses.
- (b) Finance costs decreased by 1.7% mainly due to the decrease in overall interest rates, offset by higher base of total borrowings.
- (c) Other trust expenses decreased by 58.3% mainly due to lower internalisation expenses incurred.
- (d) The net change in fair value of financial derivatives relates to the fair value change of the interest rate swaps recognised.
- (e) The net change in fair value of investment properties mainly relates to the adjustments in ROU assets and the valuation movement based on the independent valuations of the properties undertaken by the Independent Valuers as at 30 June 2025.
- (f) Income available for distribution before tax increased by 30.6% mainly due to higher net property income recorded and lower finance costs.
- (g) The Trust's distribution policy is to distribute at least 90.0% of its distributable income to Unitholders. For 1H 2025, approximately 10.0% of total income available for distribution were retained for prudent capital management in view of additional costs incurred and to be incurred in connection with the internalisation.



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The Board of Directors
Sabana Real Estate Investment Management Pte. Ltd.
(in its capacity as Manager of
Sabana Industrial Real Estate Investment Trust)
151 Lorong Chuan
#02-03 New Tech Park
Singapore 556741

22 October 2025

Sabana Industrial Real Estate Investment Trust and its subsidiary
Review of Interim Financial Information for the nine-months ended 30 September 2025

Dear Sirs

Introduction

We have reviewed the accompanying Interim Financial Information of Sabana Industrial Real Estate Investment Trust (the “Trust”) and its subsidiary (the “Group”) for the nine-months ended 30 September 2025 as set up on pages 1 to 23. The Interim Financial Information comprises the following:

- Statements of financial position of the Group and the Trust as at 30 September 2025;
- Consolidated portfolio statement of the Group as at 30 September 2025;
- Consolidated statement of total return of the Group for the three-month and nine-month period ended 30 September 2025;
- Consolidated distribution statement of the Group for the three-month and nine-month period ended 30 September 2025;
- Statements of movements in unitholders’ funds of the Group and the Trust for the three-month and nine-month period ended 30 September 2025;
- Consolidated statement of cash flows of the Group for the nine-month period ended 30 September 2025; and
- Notes to the above Interim Financial Information.

The Management of Sabana Real Estate Investment Management Pte. Ltd. (the “Manager” of the Trust), is responsible for the preparation and fair presentation of this Interim Financial Information in accordance with the recommendations of the Statement of Recommended Accounting Practice (“RAP”) 7 *Reporting Framework for Unit Trusts* relevant to Interim Financial Information issued by the Institute of Singapore Chartered Accountants. Our responsibility is to express a conclusion on this Interim Financial Information based on our review.

Scope of review

We conducted our review in accordance with Singapore Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of Interim Financial Information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Singapore Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Interim Financial Information does not present fairly, the financial position and portfolio holdings of the Group and the Trust as at 30 September 2025, and the total return, distributable income, movements in unitholders' funds and cash flows of the Group and the movements in unitholders' funds of the Trust for the three-month period ended and year ended 30 September 2025 in all material respects, in accordance with the recommendations of RAP 7 relevant to Interim Financial Information issued by the Institute of Singapore Chartered Accountants.

Emphasis of matter

We draw attention to Note 2.2 of the interim financial information which indicates that the Group and Trust current liabilities exceeded their current assets by \$77.6 million and \$77.5 million respectively as at 30 September 2025. Note 2.2 also highlights events and conditions relating to maturing of the \$75.0 million in March 2026 and the ongoing internalisation exercise which could cause potential financial implication to the Group and Trust. Specifically, as stated in Note 17, if the internalisation exercise triggers a review event under existing financing arrangements of unsecured loans with various lenders and under the facility agreement, it could result in mandatory prepayment of the Group's outstanding borrowings and interest if no satisfactory agreement is reached with the lenders. The ability of the Group and the Trust to continue as going concerns is subject to obtaining an extension or refinancing of loan facilities with the banks. These factors indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group and the Trust to continue as a going concern.

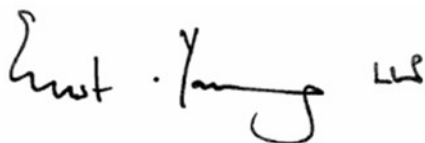
In the event that the Group and the Trust are unable to continue as a going concern, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Trust may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. No adjustments have been made in the Interim Financial Information in respect of this.

Our conclusion is not qualified in respect of this matter.

Restriction of use

Our report is provided in accordance with the terms of our engagement. Our work was undertaken so that we might report to you on the Interim Financial Information for the purpose of assisting the Trust in meeting the requirements of paragraph 3 of Appendix 7.2 of the Singapore Exchange Limited's Listing Manual and for no other purpose. Our report is included in the Trust's announcement of its Interim Financial Information for the information of its unitholders. We do not assume responsibility to anyone other than the Trust for our work, for our report, or for the conclusions we have reached in our report.

Yours faithfully,



Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

22 October 2025

Valuation & Advisory Services

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Our Ref.: 25-SGL-0058-9 to 16/PSL/LZH/PPS/JH

16 January 2026

HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT)
c/o Alpha Integrated REIT Management Pte. Ltd (as Manager of Alpha Integrated REIT)
105 Cecil Street, #10-01
The Octagon
Singapore 069534

Dear Sirs

SUMMARY LETTER FOR VALUATION OF:

1. 151 LORONG CHUAN SINGAPORE 556741 (INCLUDING NTP+ RETAIL MALL)
 2. 1 TUAS AVENUE 4 SINGAPORE 639382
 3. 15 JALAN KILANG BARAT FRONTECH CENTRE SINGAPORE 159357
 4. 21 JOO KOON CRESCENT SINGAPORE 629026
 5. 8 COMMONWEALTH LANE SINGAPORE 149555
 6. 10 CHANGI SOUTH STREET 2 SINGAPORE 486596
 7. 30 & 32 TUAS AVENUE 8 SINGAPORE 639246/639247
 8. 51 PENJURU ROAD SINGAPORE 609143
- (COLLECTIVELY KNOWN AS THE "PROPERTIES" AND INDIVIDUALLY THE "PROPERTY")

Instructions

In accordance with the Agreement entered into between CBRE Pte. Ltd. ("CBRE"), HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd (as Manager of Alpha Integrated REIT) (the "Instructing Party") dated 12 January 2026, we have been instructed to advise on the Market Values of the abovementioned eight Properties ("Properties"), as at 31 December 2025 ("Valuation Date"), for corporate and financial reporting and for the inclusion in a Circular to shareholders of Alpha Integrated REIT ("AI-REIT") in connection with a mandatory conditional cash offer ("the Offer") for all the issued and outstanding units in AI-REIT other than those already owned, controlled or agreed to be acquired by Mindarie Investment Pte Ltd ("Offeror") and parties acting in concert with it. ("Purpose").

We have undertaken the valuations of the 8 (eight) properties on an individual basis and not as a portfolio.

Our opinion of Market Value has regard to the remaining leasehold interest in the Properties as at the Valuation Date and is subject to the existing tenancies and occupational arrangements as disclosed.

As instructed, we have prepared a full Valuation Report ("Report") for each of the Properties for the abovementioned Purpose. This Valuation Summary Letter with Valuation Certificate appended for inclusion in the Circular for the abovementioned Purpose is a condensed version of our more extensive Reports dated 31 December 2025, outlining key factors that have been considered in arriving at our opinions of value. The value conclusion reflects all information known by the valuers of CBRE who worked on the valuation in respect to the Properties, market conditions and available data. This Valuation Summary Letter alone does not contain all the necessary data and support information included in our Report. This Valuation Summary Letter must be read in conjunction with

the aforementioned Report and is subject to the Assumptions, Limitations, Disclaimers and Qualifications contained therein. Any references to value within the Circular is to be read and considered together with the Report. Copies of the Report are vested with HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd (as Manager of Alpha Integrated REIT).

Confidentiality

Our Report may only be relied upon by HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd (as Manager of Alpha Integrated REIT) (the "Instructing Party") for the Purpose.

Neither this Valuation Summary Letter (and accompanying Valuation Certificate) nor the full Valuation Report may be reproduced in whole or in part without the prior written approval of CBRE.

Where CBRE has consented to the disclosure of this Valuation Summary Letter (and accompanying Valuation Certificate) in the Circular, such disclosure is approved solely for the purpose of providing information to potential investors or any other interested persons.

General Market Conditions

It's important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.

Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.

Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation/market is closely monitored, as we continue to track how markets respond to evolving events.

Valuation Basis and Assumptions

This valuation is prepared in accordance with the Singapore Institute of Surveyors and Valuers ("SISV") Valuation Standards and Practice Guidelines. In addition, this valuation has been prepared in accordance with the latest editions of the Royal Institution of Chartered Surveyors ("RICS") Valuation - Global Standards and the IVSC International Valuation Standards ("IVS"), where appropriate.

In accordance with the SISV Valuation Standards and Practice Guidelines, IVS and as advocated by the RICS, the definition of Market Value is as follows:

"Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Our valuation has been made on the assumption that the owner sells the property on the open market in its existing state taking into account the existing tenancy and occupational arrangements and without the benefit of a deferred terms contract, joint venture, or any similar arrangement which would affect the price of the property.

Where market value is assessed, it reflects the full contract value and no account is taken of any liability to taxation on sale or of the cost involved in effecting a sale. The property is valued on the assumption that it is free and clear of all mortgages, encumbrances and other outstanding premiums and charges.

Our valuation is prepared on the basis that the premises and any works thereto comply with all relevant statutory regulations.

No structural survey has been made of the building and no guarantee is given in respect of rot, termite or pest infestation or other hidden defects. None of the services in the building was tested.

We have inspected the Properties in October 2025. The Properties appears to be in average to good condition having regard to its age and use. The external elevations appear to be in sound repair, and the internal areas are clean and well maintained. This valuation is undertaken under the assumption that no changes have occurred between the inspection date and Valuation Date.

Critical Assumptions

We have made certain critical assumptions which collectively have a material impact upon our valuation. The general critical assumptions are noted as follows:

- Our assessment addresses the market value of the property subject to the existing tenancies and occupational arrangements.
- We have not examined lease documentation for each individual tenancy and our assessment of value is provided on the assumption that all leases are executed or will be executed and that the individual lease provisions are in accordance with the tenancy schedule provided.
- Our valuation assumes that the use of the property complies with the conditions of the Land Lease.
- Our valuation calculations include rental growth assumptions through a defined cash flow period. These assumptions have been based on prevailing economic and market conditions as at the date of valuation.

For property-specific critical assumptions, please see full Valuation Reports.

Source of Information

We have relied on information provided in October 2025 and December 2025 by the Instructing Party in relation to such matters as gross floor area, tenancy details, operating expenses, capital expenditures, property tax annual values etc. All information provided is treated as accurate, reliable and complete and we have not independently verified such Information and is not aware of any circumstances or reasons which would (or is reasonably likely to) render any of the Information untrue or inaccurate. CBRE accepts no responsibility for inaccurate supplied data and subsequent changes in information as to income, expenses or market conditions after the Valuation Date and reserves the right to change our opinion of value if any other information provided were to materially change.

Property Details

The following table is a summary of the Properties Details. The Valuation Certificates containing more property details are attached.

Property	Leasehold Tenure	Remaining Lease Term (yr)	Land Area (sq ft)	Gross Floor Area (sq ft)	Net Lettable Area (sq ft)
151 Lorong Chuan	45 years wef 26 Nov 2010	29.9	428,370	866,140	631,587
1 Tuas Avenue 4	30+21 years 4 months wef 1 Jan 1996	21.3	140,353	156,139	135,002
15 Jalan Kilang Barat	99 years wef 1 Jan 1962	35.0	25,157	73,928	60,178
21 Joo Koon Crescent	30 years wef 16 Feb 2024	28.1	96,791	99,575	99,575
8 Commonwealth Lane	30+23 years wef 1 Feb 2006	33.1	64,773	161,815	137,453
10 Changi South Street 2	27 years wef 1 Oct 2024	25.8	170,332	238,862	207,121
30 & 32 Tuas Avenue 8	30+30 years wef 1 Sep 1996	30.7	157,141	158,846	158,846
51 Penjuru Road	30+30 years wef 1 Jan 1995	29.0	157,064	246,376	215,385

Master Lease Details

21 Joo Koon Crescent

The Property is leased to a single tenant for 5 years on a triple net basis. As at the date of valuation, the average weighted remaining lease term equates to about 3.8 years.

We have been advised that the base rent is to be reviewed annually with fixed escalation of \$0.05 per square feet per month annually, based on the leased area of 99,575 square feet.

The tenant bears all property outgoing expenses including utilities and maintenance, property tax and land rent.

In assessing market rental levels for the Property, we have undertaken to investigate rentals within comparable industrial facilities. The rental market is somewhat "two tiered" with rental transactions either associated with sale and leaseback structures under a head lease arrangement or they are subject to traditional lease structures. The majority of comparable transactions for whole building type of leasing reflect "triple net" lease arrangements whereby the tenant is responsible for all outgoings including land rent and property tax or "double net" lease arrangements whereby the tenant is responsible for all outgoings including property tax. Traditional lease structures are gross, whereby the Landlord is responsible for all outgoings including land rent (if applicable) and property tax.

In comparing "like with like", we have as part of our comparable analysis made adjustments for outgoings responsibilities where appropriate.

Based on our understanding of available rental evidence and having regard to the specific characteristics and lease structure of the Property and in consideration of the prevailing market conditions, we have taken into account the reversionary analysis for the tenancy's current passing rent which is considered to be leased at slightly below market level. We have adopted \$1.15 per square foot per month as the current market rent of the Property.

30 & 32 Tuas Avenue 8

The Property will be leased to a single tenant for 3 years on a double net basis with the lease commencing on 1 June 2026.

We have been advised that the base rent is to be reviewed annually with rental escalations of \$0.10 per square foot per month in Year 2 and \$0.05 per square foot per month in Year 3, based on the leased area of 158,846 square feet.

The tenant is responsible for service, repair and maintenance expenses, and the landlord is responsible for JTC land rent and property tax.

In assessing market rental levels for the Property, we have undertaken to investigate rentals within comparable industrial facilities. The rental market is somewhat "two tiered" with rental transactions either associated with sale and leaseback structures under a head lease arrangement or they are subject to traditional lease structures. The majority of comparable transactions for whole building type of leasing reflect "triple net" lease arrangements whereby the tenant is responsible for all outgoings including land rent and property tax or "double net" lease arrangements whereby the tenant is responsible for all outgoings including property tax. Traditional lease structures are gross, whereby the Landlord is responsible for all outgoings including land rent (if applicable) and property tax.

In comparing "like with like", we have as part of our comparable analysis made adjustments for outgoings responsibilities where appropriate.

Based on our understanding of available rental evidence and having regard to the specific characteristics and lease structure of the Property and in consideration of the prevailing market conditions, we have taken into account the reversionary analysis for the tenancy's current passing rent. We have adopted \$1.43 per square foot per month as the current market rent of the Property.

Valuation Rationale

Valuation Methodologies

In arriving at our opinion of value, we have considered relevant general and economic factors and have investigated recent sales and leasing transactions of comparable properties that have occurred in the industrial property market. We have utilised the Direct Comparison Method, Income Capitalisation Method and the Discounted Cash Flow Analysis in undertaking our assessment of the Properties.

Income Capitalisation Method

The Income Capitalisation Method is an investment approach whereby the estimated gross income (on both a passing and market rent basis) has been adjusted to reflect anticipated operating costs to produce a net income on a fully leased basis. The adopted fully leased net income is capitalised at an appropriate rate for the remaining tenure of the Properties to produce a core capital value. The capitalisation rate adopted reflects the nature, location and tenancy profile of the Properties together with current market investment criteria. Thereafter, appropriate capital adjustments have been included which relate to provisions for existing vacancies, rental reversion adjustments and capital expenditure requirements.

Discounted Cash Flow Analysis

Discounted Cash Flow analysis allows an investor or owner to make an assessment of the long-term return that is likely to be derived from a property with a combination of both rental and capital growth over an assumed investment horizon. In undertaking this analysis, a wide range of assumptions are made including a target or pre-selected internal rate of return, rental growth, sale price of the property at the end of the investment horizon, costs associated with the initial purchase of the property and also its disposal at the end of the investment period. Having regard to these factors, we have carried out discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the property is sold at the commencement of the eleventh year of the cash flow. The cash flow analysis, which comprises annual income streams, is based upon the following assumptions:

We have investigated the current market requirements for an investment return over a 10-year period from industrial property. We hold regular discussions with investors active in the market, both as purchasers and owners of similar properties. From this evidence, we conclude that market expectations are currently in the order of 7.00% to 8.00%.

For this valuation, we have adopted the following capitalisation rate, terminal capitalisation rate and discount rate.

Property	Capitalisation Rate	Terminal Capitalisation Rate	Discount Rate
151 Lorong Chuan	5.80%	6.05%	7.65%
1 Tuas Avenue 4	6.50%	6.75%	7.75%
15 Jalan Kilang Barat	5.85%	6.10%	7.75%
21 Joo Koon Crescent	6.25%	6.50%	7.75%
8 Commonwealth Lane	6.25%	6.50%	7.75%
10 Changi South Street 2	6.00%	6.25%	7.50%
30 & 32 Tuas Avenue 8	6.00%	6.25%	7.75%
51 Penjuru Road	6.25%	6.50%	7.50%

The internal rate of return appears realistic when compared to returns available from alternative forms of investment and indicates a reasonable premium over the prevailing 10-year bond rate which has been trading between 1.83% and 2.92% during the last year. This margin reflects the risk premium inherent with direct property investment and its illiquidity compared to other forms of investment.

Our selected terminal capitalisation rate, used to estimate the terminal sale price, takes into consideration perceived market conditions in the future, estimated tenancy and cash flow profile and the overall physical condition of the building in 10 years' time. The adopted terminal capitalisation rate additionally has regard to the duration of the remaining tenure of the Properties at the end of the cash flow period.

Direct Comparison Method

Under the Direct Comparison Method, it involves the analysis of comparable sales and adjustments are made to reflect the differences in location, tenure, size, age and condition of the development, facilities within the development, standard of finishes and fittings as well as date of transaction amongst other factors which affect value.

This approach demonstrates what buyers have historically been willing to pay (and sellers willing to accept) for similar properties in an open and competitive market.

In undertaking our assessment of the property, we have considered amongst others the following criteria:

- Location of the property;
- The remaining tenure of the property;
- Whether land rent is payable or land premium has been paid;
- Occupancy status;
- Current demand and supply of similar properties, and
- Current government legislation pertaining to the purchase and sale of industrial properties.

In the industrial market this method is somewhat subjective given the range of variables which make adjustments on a "like with like" basis challenging. Some examples of these variables include the balance land lease term and whether or not annual land rent is payable.

Valuation

Having considered the prevailing market conditions and other relevant factors, we estimate the Market Values of the leasehold interest of the individual Properties as at 31 December 2025, subject to their existing tenancies and occupational arrangements, as follows:

Summary of Values

Property	Net Lettable Area (sq ft)	Market Value (S\$)
151 Lorong Chuan	631,587	384,300,000
1 Tuas Avenue 4	135,002	23,900,000
15 Jalan Kilang Barat	60,178	22,200,000
21 Joo Koon Crescent	99,575	17,800,000
8 Commonwealth Lane	137,453	55,900,000
10 Changi South Street 2	207,121	46,900,000
30 & 32 Tuas Avenue 8	158,846	28,900,000
51 Penjuru Road	215,385	31,500,000

The total Market Value is **S\$611,400,000** (Six Hundred Eleven Million and Four Hundred Thousand).

The assessed Market Value of the individual Property is based on equal weightage of each of the derived value from the three methodologies being adopted. The key details and valuation of the individual Properties are detailed in the Valuation Certificates attached.

Disclaimer

CBRE is not operating under any financial services license when providing the full Valuation Report or this Valuation Summary Letter (and accompanying Valuation Certificate), and those documents do not constitute financial product advice. Investors should consider obtaining independent advice from their financial advisor before making any financial decision.

The Valuation Report and this Valuation Summary Letter (and accompanying Valuation Certificate) are strictly limited to the matters contained within those documents, and are not to be read as extending, by implication or otherwise, to any other matter in the Circular.

Subject to applicable laws and regulations (including the Securities and Futures Act 2001 of Singapore), this document is for the sole use of persons directly provided with it by CBRE. Save as provided for under applicable laws and regulations (in particular the Securities and Futures Act 2001 of Singapore), use by, or reliance upon this document by anyone other than those parties named above is not authorised by CBRE and (except to the extent that statutory liability under the Securities and Futures Act 2001 of Singapore or by operation of law cannot be excluded), CBRE, its directors, employees, affiliates and representatives shall not be liable for any loss arising from such unauthorised use or reliance.

Neither the Valuation Report nor this Valuation Summary Letter purport to contain all the information that a potential investor or any other interested party may require. They do not consider the individual circumstances, financial situation, investment objectives or requirements. They are intended to be used as guide and for information purposes only and do not constitute advice including without any limitation, investment, tax, legal or any other type of advice. The valuation stated are only best estimates based on our professional judgment and are not to be construed as a guarantee. Potential investors must review the Valuation Report or Valuation Summary Letter (and/or accompanying Valuation Certificate) carefully, in their entirety, to understand the assumptions and methodologies stated in the valuation.

Mr Png Poh Soon, Ms Phang Siew Ling and Ms Lim Zhi Hui (“Valuers”) and CBRE have prepared this Valuation Summary Letter for inclusion within the Circular but have not been involved in the preparation of the Circular. CBRE has not been required to approve or express any opinion about any part of the Circular other than this Valuation Summary Letter (and accompanying Valuation Certificate). CBRE specifically disclaims any liability to any person in the event of any omission from or false or misleading statement included in the Circular, other than in respect of the information provided within the aforementioned Report and this Valuation Summary Letter (and accompanying Valuation Certificate). The Valuers and CBRE do not make any warranty or representation as to the accuracy of the information in any other part of the Circular other than as expressly made or given by CBRE in this Valuation Summary Letter (and accompanying Valuation Certificate).

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our personal, unbiased professional analyses, opinions and conclusions. The Valuers have no present or prospective interest in the Properties and have no personal interest or bias with respect to the party(ies) involved. The Valuers' compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the Instructing Party nor do the Valuers have an economic or other interest (direct or indirect) in the Offer.

We hereby certify that each of the Valuers are authorised under the law to practice as a valuer and has about 10 years continuous experience in valuation, has expertise in this property type and geographic area, and does not have a pecuniary interest that could conflict with the proper valuation of the Properties.

Each of the valuers is a holder of an appraiser's licence issued by the Inland Revenue Authority of Singapore and a member of the Singapore Institute of Surveyors and Valuers.

The Valuers and CBRE have not been found to be in breach of any rule or law relevant to property valuation and are not:

- (i) denied or disqualified from membership or licensing from;
 - (ii) subject to any sanction imposed by;
 - (iii) the subject of any disciplinary proceedings by; or
 - (iv) the subject of any investigation which might lead to disciplinary action by;
- any professional body or authority relevant to property valuation.

The Valuers are independent of Alpha Integrated REIT, Alpha Integrated REIT Management Pte. Ltd (in its capacity as Manager of Alpha Integrated REIT) and HSBC Institutional Trust Services (Singapore) Limited (in its capacity as Trustee of Alpha Integrated REIT).

The Valuers are not a substantial shareholder, director or employee of Alpha Integrated REIT or any of Alpha Integrated REIT's subsidiaries, or substantial unitholder, director or employee of Alpha Integrated REIT or any of Alpha Integrated REIT 's subsidiaries. CBRE is not a related corporation of Alpha Integrated REIT or Alpha Integrated REIT or a substantial shareholder of Alpha Integrated REIT or substantial shareholder of any of Alpha Integrated REIT subsidiaries.

Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.

Yours faithfully
CBRE PTE. LTD.



PNG POH SOON

MSc (Real Est) MSISV

Appraiser's License No. AD041-2009900J

Executive Director - Valuation & Advisory Services



PHANG SIEW LING

BSc (Real Est) Hons MSISV

Appraiser's License No. AD041-2009650J

Director - Valuation & Advisory Services



LIM ZHI HUI

BSc (Real Est) MSISV

Appraiser's License No. AD041-2010221F

Manager - Valuation & Advisory Services

Valuation Certificate – 151 Lorong Chuan

Property:	New Tech Park 151 Lorong Chuan Singapore 556741	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate and Financial Reporting and Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 45 years commencing from 26 November 2010. Balance term of 29.9 years.	
Basis of Valuation:	Market Value subject to existing tenancies and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited (held in trust)	
Land Area:	39,796.9 sqm (428,370 sqft)	
Master Plan 2025:	Business 1 with a plot ratio 2.5	
Brief Description:	The property comprises a 6-storey high-tech industrial building with ground level and 3rd level parking and a 2-storey commercial extension, known as NTP+. NTP+ comprises 25 retail and F&B units on Level 1 and a food court on Level 2. The Temporary Occupation Permit (TOP) was obtained on 27 May 1996. The Certificates of Statutory Completion (CSC) for the building were issued on 7 August 1991, 9 November 1991, 23 August 1997 and 18 September 1997. In addition, NTP+ obtained its TOP on 18 February 2021 and 9 March 2021 for the 2nd storey and 1st storey respectively. CSC for 2nd storey and 1st storey were obtained on 30 September 2021 and 29 December 2022 respectively. The commercial area within the building is approved for 7 years until 8 November 2026. Extension of the planning permission for commercial use is subject to application to relevant authorities. The building is in average condition and is reasonably maintained, having regard to its age and use.	
Tenancy Profile:	As currently leased, 80 of the 83 tenancies in the property are in occupation under formal lease agreements, with 3 units currently vacant. Some tenants have multiple tenancies. The leased portion of the property has an average weighted remaining lease term of 2.7 years.	
Annual Value:	\$29,088,600	
NLA:	58,676.4 sqm (631,587 sqft)	
GFA:	80,467.1 sqm (866,140 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$384,300,000	This valuation is exclusive of GST.
	(Three Hundred Eighty Four Million Three Hundred Thousand Dollars)	
	The assessed values of the Property are based on equal weightage of each of the derived value from the three methodologies being adopted.	

Analysis:	
Capitalisation Rate:	5.80%
Terminal Capitalisation Rate:	6.05%
Discount Rate:	7.65%
Value psf of NLA:	\$6,549 psm / \$608 psf
Value psf of GFA:	\$4,776 psm / \$444 psf
Market Condition:	<i>It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.</i> <i>Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.</i> <i>Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.</i>

Assumptions, Disclaimers, Limitations & Qualifications	<i>This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.</i>
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Prepared By: CBRE Pte. Ltd.

Per: 
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Executive Director - Valuation & Advisory Services


Lim Zhi Hui BSc (Real Est) Hons MSISV
Appraiser's License No. AD041-2010221F
Manager - Valuation & Advisory Services

Valuation Certificate – 1 Tuas Avenue 4

Property:	1 Tuas Avenue 4 Singapore 639382	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate And Financial Reporting And Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 30+21 years 4 months years commencing on 1 January 1996. Balance term is 21.3 years.	
Basis of Valuation:	Market Value subject to existing tenancy and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited (held in trust)	
Land Area:	13,039.2 sqm (140,353 sqft)	
Master Plan 2025:	Business 2 with a plot ratio 2.5	
Brief Description:	The property is a part single-storey hi-tech industrial building with 25.5-metre ceiling height suitable for the use as an automated storage and retrieval system (ASRS), and a 3-storey annex block. It incorporates solar panels and a verdant green drop-off canopy. The development has obtained the Green Mark Super Low Energy certification. The Temporary Occupation Permit (TOP) for the original building was obtained on 25 June 1999. The TOP for the subsequent asset enhancement initiative (AEI) work was obtained on 9 July 2024. The installation of solar panels was completed in 2024. The building is in good condition.	
Tenancy Profile:	The 3-storey annex block (approximately 63.8% of the total NLA) is currently leased out under 2 tenancies. The single-storey block is currently vacant. The leased portion of the property has an average weighted remaining lease term of 2.6 years.	
Annual Land Rent:	\$298,467	
Annual Value:	\$2,460,400	
NLA:	12,542.1 sqm (135,002 sqft)	
GFA:	14,505.8 sqm (156,139 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$23,900,000 (Twenty Three Million Nine Hundred Thousand Dollars)	
	This valuation is exclusive of GST.	
Analysis:	The assessed values of the Property are based on equal weightage of each of the derived value from the three methodologies being adopted.	
Capitalisation Rate:	6.50%	
Terminal Capitalisation Rate:	6.75%	
Discount Rate:	7.75%	
Value psf of NLA:	\$1,906 psm / \$177 psf	
Value psf of GFA:	\$1,648 psm / \$153 psf	
Market Condition:	<i>It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.</i> <i>Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.</i> <i>Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.</i>	
Assumptions, Disclaimers, Limitations & Qualifications	<i>This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.</i>	
Prepared By:	CBRE Pte. Ltd.	

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Director - Valuation & Advisory Services

Valuation Certificate – 15 Jalan Kilang Barat

Property:	Frontech Centre 15 Jalan Kilang Barat Singapore 159357	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate And Financial Reporting And Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 99 years commencing on 1 January 1962. Balance term of 35.0 years.	
Basis of Valuation:	Market Value subject to existing tenancy and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited (held in trust)	
Land Area:	2,337.2 sqm (25,157 sqft)	
Master Plan 2025:	Business 1 with a plot ratio 2.5	
Brief Description:	The property comprises a 8-storey high-tech industrial building with a multi-storey car park at Levels 2 and 3. Loading/unloading bays, lorry and car parking lots are provided within the development. The Temporary Occupation Permit (TOP) and Certificate of Statutory Completion (CSC) for the building was issued on 24 January 2002 and 5 May 2003 respectively. The building is in average condition and is reasonably maintained, having regard to its age and use.	
Tenancy Profile:	As currently leased, 28 of the 29 tenancies in the property are in occupation under formal lease agreements, with 1 currently vacant. The leased portion of the property has an average weighted remaining lease term of 1.6 years.	
Annual Value:	\$1,700,100	
NLA:	5,590.7 sqm (60,178 sqft)	
GFA:	6,868.2 sqm (73,928 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$22,200,000	This valuation is exclusive of GST.
	(Twenty Two Million Two Hundred Thousand Dollars)	
	The assessed values of the Property are based on equal weightage of each of the derived value from the three methodologies being adopted.	
Analysis:		
Capitalisation Rate:	5.85%	
Terminal Capitalisation Rate:	6.10%	
Discount Rate:	7.75%	
Value psf of NLA:	\$3,971 psm / \$369 psf	
Value psf of GFA:	\$3,232 psm / \$300 psf	
Market Condition:	<i>It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.</i> <i>Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.</i> <i>Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.</i>	
Assumptions, Disclaimers, Limitations & Qualifications	<i>This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.</i>	
Prepared By:	CBRE Pte. Ltd.	


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Manager - Valuation & Advisory Services

Valuation Certificate – 21 Joo Koon Crescent

Property:	21 Joo Koon Crescent Singapore 629026	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate And Financial Reporting And Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 30 years commencing from 16 February 2024. Balance term of 28.1 years.	
Basis of Valuation:	Market Value subject to existing tenancy and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited	
Land Area:	8,992.2 sqm (96,791 sqft)	
Master Plan 2025:	Business 2 with a plot ratio 1.4	
Brief Description:	The property is a 3-storey factory building with ancillary office. The building accommodates warehouse, offices on the 1st storey, warehouse on the 2nd storey, and offices, meeting rooms on the 3rd storey, with recreational area on the roof level. Cargo lift, loading/unloading areas and surface car and lorry parking lots are also available. The Temporary Occupation Permit (TOP) was obtained on 18 March 1998. The Certificates of Statutory Completion (CSC) for the building were issued on 19 December 2003, 30 April 2008, 12 June 2008 and 1 June 2010. The building is in average condition and is reasonably maintained, having regard to its age and use.	
Tenancy Profile:	The property is currently leased to a master tenant as Head Lessee (triple net basis) for 5 years commencing 1 November 2024. It has an average weighted remaining lease term of 3.8 years.	
Lease Condition:	The Head Lessee bears all property outgoing expenses including utilities and maintenance, property tax and land rent.	
Annual Land Rent:	\$179,051	
Annual Value:	\$1,433,000	
NLA:	9,250.8 sqm (99,575 sqft)	
GFA:	9,250.8 sqm (99,575 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$17,800,000 (Seventeen Million Eight Hundred Thousand Dollars)	

This valuation is exclusive of GST.

The assessed values of the Property are based on equal weightage of each of the derived value from the three methodologies being adopted.

Analysis:

Capitalisation Rate:	6.25%
Terminal Capitalisation Rate:	6.50%
Discount Rate:	7.75%
Value psm of NLA:	\$1,924 psm / \$179 psf
Value psm of GFA:	\$1,924 psm / \$179 psf

Market Condition:

It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.

Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.

Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.

Assumptions, Disclaimers, Limitations & Qualifications:

This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

Prepared By:

CBRE Pte. Ltd.

Per: Png Poh Soon MSc (Real Est) MSISV
Appraiser's License No. AD041-2009900J
Experience Director - Valuation & Advisory Services

Lim Zhi Hui BSc (Real Est) Hons MSISV
Appraiser's License No. AD041-2010221F
Manager - Valuation & Advisory Services

Valuation Certificate – 8 Commonwealth Lane

Property:	8 Commonwealth Lane Singapore 149555	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate And Financial Reporting And Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 30+23 years commencing on 1 February 2006. Balance term of 33.1 years.	
Basis of Valuation:	Market Value subject to existing tenancy and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited (held in trust)	
Land Area:	6,017.6 sqm (64,773 sqft)	
Master Plan 2025:	Business 1 with a plot ratio 2.5	
Brief Description:	The property is a 4-storey hi-tech industrial building with a 6-storey annex block. The Certificates of Satisfactory Completion (CSC) were obtained on 30 April 2007 and 7 June 2011. The Temporary Occupation Permits (TOP) for the subsequent addition & alteration works were obtained on 18 December 2006 and 10 January 2011. Installation of solar panels was completed in 2024. The building is in average condition and is reasonably maintained, having regard to its age and use.	
Tenancy Profile:	As currently leased, 17 of the 19 tenancies in the property are in occupation under formal lease agreements, with 2 currently vacant. The leased portion of the property has an average weighted remaining lease term of 1.9 years.	
Annual Land Rent:	\$420,201	
Annual Value:	\$4,644,700	
NLA:	12,769.8 sqm (137,453 sqft)	
GFA:	15,033.1 sqm (161,815 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$55,900,000 (Fifty Five Million Nine Hundred Thousand Dollars)	This valuation is exclusive of GST.

Analysis:	The assessed values of the Property are based on equal weightage of each of the derived value from the three methodologies being adopted.	
Capitalisation Rate:	6.25%	
Terminal Capitalisation Rate:	6.50%	
Discount Rate:	7.75%	
Value psf of NLA:	\$4,378 psm / \$407 psf	
Value psf of GFA:	\$3,718 psm / \$345 psf	
Market Condition:	<i>It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.</i> <i>Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.</i> <i>Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.</i>	
Assumptions, Disclaimers, Limitations & Qualifications	<i>This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.</i>	

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Appraiser's License No. AD041-2009650J
Director - Valuation & Advisory Services

Valuation Certificate – 10 Changi South Street 2

Property:	10 Changi South Street 2 Singapore 486596	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate And Financial Reporting And Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 27 years commencing on 1 October 2024. Balance term of 25.8 years.	
Basis of Valuation:	Market Value subject to existing tenancy and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited (held in trust)	
Land Area:	15,824.4 sq m (170,332 sqft)	
Master Plan 2025:	Business 2 with a plot ratio 2.0	
Brief Description:	The property comprises a part single/ part 6-storey warehouse building with ancillary offices and a 5-storey annex block. Loading/unloading bays, lorry and car parking lots are provided within the development. The Temporary Occupation Permit (TOP) was issued on 25 March 1996 and 3 October 2007. Certificate of Statutory Completion (CSC) was issued on 28 November 2017. The installation of solar panels was completed in 2024. The building is in average condition and is reasonably maintained, having regard to its age and use.	
Tenancy Profile:	As currently leased, 12 of the 13 tenancies in the property are in occupation under formal lease agreements, with 1 vacant unit. The leased portion of the property has an average weighted remaining lease term of 2.7 years.	
Annual Value:	\$3,736,700	
NLA:	19,242.2 sqm (207,121 sqft)	
GFA:	22,191.1 sqm (238,862 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$46,900,000 (Forty Six Million Nine Hundred Thousand Dollars) The assessed values of the Property are based on equal weightage of each of the derived value from the three methodologies being adopted.	
Analysis:	Capitalisation Rate: 6.00% Terminal Capitalisation Rate: 6.25% Discount Rate: 7.50% Value psf of NLA: \$2,437 psm / \$226 psf Value psf of GFA: \$2,113 psm / \$196 psf	
Market Condition:	<i>It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.</i> <i>Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.</i> <i>Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.</i>	
Assumptions, Disclaimers, Limitations & Qualifications	<i>This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.</i>	
Prepared By:	CBRE Pte. Ltd.	


Per: Png Poh Soon MSc (Real Est) MSISV
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Executive Director - Valuation & Advisory Services


Lim Zhi Hui BSc (Real Est) Hons MSISV
Appraiser's License No. AD041-2010221F
Manager - Valuation & Advisory Services

Valuation Certificate – 30 & 32 Tuas Avenue 8

Property:	30 & 32 Tuas Avenue 8 Singapore 639246/639247	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate And Financial Reporting And Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 30+30 years commencing on 1 September 1996. Balance term is 30.7 years.	
Basis of Valuation:	Market Value subject to existing tenancy and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited (held in trust)	
Land Area:	14,598.9 sqm (157,141 sqft)	
Master Plan 2025:	Business 2 with a plot ratio 1.4	
Brief Description:	The property comprises two single-storey JTC Standard E8 factories (each with a mezzanine floor) with an adjoining 4-storey The Temporary Occupation Permit (TOP) was obtained on 21 November 1995. The Certificate of Satisfactory Completion (CSC) for the latest addition & alteration work was obtained on 15 January 2015. The building is in average condition and is reasonably maintained, having regard to its age and use.	
Occupancy Detail:	The property will be leased to a Master Tenant for a term of 3 years commencing on 1 June 2026. The master tenant is responsible for service, repair and maintenance expenses, and the landlord is responsible JTC land rent and property tax.	
Annual Land Rent:	\$228,620	
Annual Value:	\$1,982,000	
NLA:	14,757.3 sqm (158,846 sqft)	
GFA:	14,757.3 sqm (158,846 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$28,900,000 (Twenty Eight Million Nine Hundred Thousand Dollars)	This valuation is exclusive of GST.

Analysis:		<i>It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.</i> <i>Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.</i> <i>Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.</i>
Capitalisation Rate:	6.00%	
Terminal Capitalisation Rate:	6.25%	
Discount Rate:	7.75%	
Value psf of NLA:	\$1,958 psm / \$182 psf	
Value psf of GFA:	\$1,958 psm / \$182 psf	
Market Condition:		
Assumptions, Disclaimers, Limitations & Qualifications		<i>This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.</i>

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 Executive Director - Valuation & Advisory Services

Phang Siew Ling BSc (Real Est) Hons MSISV
 Appraiser's License No. AD041-2009650J
 Director - Valuation & Advisory Services

Valuation Certificate – 51 Penjur Road

Property:	51 Penjur Road Singapore 609143	
Client:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated REIT) and Alpha Integrated REIT Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated REIT)	
Trust:	Alpha Integrated Real Estate Investment Trust	
Purpose:	Corporate And Financial Reporting And Inclusion In The Circular To Be Issued By Alpha Integrated REIT's Manager In Connection With The Offer.	
Interest Valued:	Leasehold for a term of 30+30 years commencing on 1 January 1995. Balance term of 29.0 years.	
Basis of Valuation:	Market Value subject to existing tenancy and occupational arrangements.	
Registered Lessee:	HSBC Institutional Trust Services (Singapore) Limited (held in trust)	
Land Area:	14,591.7 sqm (157,064 sqft)	
Master Plan 2025:	Business 2 with a plot ratio 2.5	
Brief Description:	The property is a part single/part 3-/part 4-storey warehouse building with mezzanine floor. The Temporary Occupation Permit (TOP) and Certificate of Satisfactory Completion (CSC) for building were obtained on 25 February 1999 and 2 November 1999 respectively. Installation of solar panels was completed in 2024. The building is in average condition and is reasonably maintained, having regard to its age and use.	
Tenancy Profile:	As currently leased, 4 of the 7 tenancies in the property are in occupation under formal lease agreements, with 3 currently vacant. The leased portion of the property has an average weighted remaining lease term of 0.9 year.	
Annual Land Rent:	\$468,540	
Annual Value:	\$2,975,400	
NLA:	20,009.9 sqm (215,385 sqft)	
GFA:	22,889.1 sqm (246,376 sqft)	
Valuation Approaches:	Income Capitalisation Method, Discounted Cash Flow Analysis & Direct Comparison Method	
Date of Valuation:	31 December 2025	
Assessed Value:	\$31,500,000 (Thirty One Million Five Hundred Thousand Dollars)	This valuation is exclusive of GST.

Analysis:	The assessed values of the Property are based on equal weightage of each of the derived value from the three methodologies being adopted.	
Capitalisation Rate:	6.25%	
Terminal Capitalisation Rate:	6.50%	
Discount Rate:	7.50%	
Value psf of NLA:	\$1574 psm / \$146 psf	
Value psf of GFA:	\$1376 psm / \$128 psf	
Market Condition:	<i>It is important to note that ongoing geopolitical tensions across various regions present significant uncertainty, with the potential for rapid escalation. Further, recent increases and proposed changes to international trade tariffs among major economies, and geopolitical risk relating to energy prices have added further volatility and uncertainty. Collectively, these factors contribute to elevated risks to global trade and economic stability. The potential impact on the Singapore economy and property market remains uncertain, with the possibility of heightened market volatility in some property markets over the short-to-medium term.</i> <i>Experience has shown that consumer and investor behaviour can quickly change during periods of such heightened volatility. Lending or investment decisions should account for this heightened level of volatility and potential for deteriorating market conditions both domestically and globally. Caution is advised in this regard.</i> <i>Conclusions set out in this report are valid as at the valuation date only. Where appropriate, we recommend that the valuation is closely monitored, as we continue to track how markets respond to evolving events.</i>	
Assumptions, Disclaimers, Limitations & Qualifications	<i>This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout the valuation report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within this report. Reliance on the valuation report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.</i>	

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Executive Director - Valuation & Advisory Services


Phang Siew Ling BSc (Real Est) Hons MSISV
Appraiser's License No. AD041-2009650J
Director - Valuation & Advisory Services

Assumptions, Disclaimers, Limitations & Qualifications

Reliance:	This valuation is strictly and only for the use of the Reliant Party(ies) and for the Purpose specifically stated. Unless otherwise stated in the report, the Client/Instructing Party(ies) is deemed to be the Reliant Party(ies).
Confidentiality:	Any valuation service is confidential as between CBRE and the Reliant Party(ies) as specifically stated in the valuation advice/report.
Transmission:	Only an original valuation report received by the Reliant Party(ies) directly from CBRE without any third party intervention can be relied upon.
Restriction:	No responsibility is accepted or assumed to any third party who may use or rely on the whole or any part of the content of this valuation.
CBRE does not Assign Valuations:	We do not assign valuations. If the Instructing Party(ies) has not determined the Reliant Party(ies) and Purpose details by the time of report finalization, the report will be addressed and issued to the Instructing Party(ies) for Financial Reporting purposes in PDF format only. Once the Reliant Party(ies) and Purpose details have been advised to us, the report will be re-addressed and issued to the Reliant Party(ies). This additional service may incur an additional fee.
Copyright:	Neither the whole nor any part of the content of this valuation may be published in any document, statement, circular or otherwise by any party other than CBRE, nor in any communication with any third party, without the prior written approval from CBRE, and subject to any conditions determined by CBRE, including the form and context in which it is to appear.
Future Change in Value:	All valuations are current as at the date of valuation only. The value assessed may in the future change significantly and unexpectedly over a relatively short period (including as a result of general market movements or factors specific to the particular property or particular property sector). CBRE does not accept liability for losses arising from subsequent changes in value.
Future Matters:	To the extent that the valuation includes any statement as to a future matter, that statement is provided as an estimate and/or opinion based on the information known to CBRE at the date of this document. CBRE does not warrant that such statements are accurate or correct.
Reliance Window:	Without limiting the generality of the above comment, we do not assume any responsibility or accept any liability, nor should the valuation be relied upon, after the expiration of 3 months from the date of valuation, or such earlier date if the Reliant Party(ies) becomes aware of any factors that may have an effect on the valuation and has not disclosed such information to CBRE.
Matters Which Affect or May Affect the Valuation:	If the Reliant Party(ies) become aware of any matters which affect or may affect the valuation, then CBRE must be advised of those matters, and reliance must not be placed on the valuation under any circumstance.
Valuation Analyses:	CBRE employs industry recognized valuation methodologies in estimating the value of a property, having regard to the definition of market value and market based evidence. The result is the best estimate of value CBRE can produce, but it is an estimate and not a guarantee, and it is fully dependent upon the accuracy of the assumptions as to income, expenses, and market conditions. These valuation methodologies use market-derived assumptions (including rents, yields, and discount rates) from analyzed transactions. We have not independently verified market information, nor adopted it as our own, nor can we comment on or accept its reliability. The Reliant Party(ies) accepts the risk that if any of the unverified information/advice provided by others and referred to in our valuation is incorrect, then this may affect the valuation. (Refer to Information Supplied by Others.)
Prudent Lending Clause:	Our valuation will be provided on the assumption that the Reliant Party(ies) may rely on the valuation for First Mortgage Security purposes, and the Reliant Party(ies) complies with its lending guidelines as well as prudent finance industry lending practices and considers all prudent aspects of credit risks for the potential borrower, including the borrower's ability to service and repay any mortgage loan. The valuation will be provided assuming the Reliant Party(ies) will provide mortgage financing at a conservative and prudent loan-to-valuation. No responsibility will be accepted for this valuation nor should any reliance be placed on this valuation if the Reliant Party(ies) rely solely upon this valuation to advance any loan.
Property Title	We have conducted a brief title search only. We have, therefore not perused the original title/lease documentation. We have assumed that there are no further easements or encumbrances not disclosed by this brief title search which may affect market value. However, in the event that a comprehensive title search is undertaken which reveals further easements or encumbrances, we should be consulted to reassess any effect on the value stated herein.
Liens/Caveats:	We have disregarded the presence of any mortgage or other financial liens, or any caveats pertaining to the property.
Unregistered Interests:	We have assumed that there are no unregistered interests or interests not captured by the applicable Regulatory Authority in the country which services are to be carried out which may affect market value. In the event that the Reliant Party(ies) becomes aware of any further or pending easements, encumbrances or unregistered interests, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation.
Planning Information:	It is assumed that information relating to town planning as reflected on the current Singapore Master Plan is accurate. In the event that a legal requisition is obtained and the information therein is found to be materially different to the town planning information detailed within this report, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation. We were not advised of any road widening or other adverse planning proposals affecting the property. However, in the event that a search is undertaken which reveals that the property is affect by public scheme(s), we should be consulted to reassess any effect on the value stated herein.

Certificate of Occupancy & Use:	We have not sighted a copy of the Temporary Occupation Permit (TOP), Certificate of Fitness (COF), Certificate of Statutory Completion (CSC) or Temporary Occupation License (TOL) for the subject property(ies). Accordingly, our valuation assumes that the property(ies) complies with all requirements of the Local Government Body responsible for the issue of the said Certificate and that there are no outstanding matters, orders or requisitions.
Government Land & Rental Value:	Our valuation may rely upon the land rent and Annual Value (for property tax assessment), as at the date of valuation. These may differ substantially under further assessment, and may therefore impact on the outgoings and value of the property.
Property Development:	In the event that the information provided to us is inaccurate, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation.
Measurement of Areas:	We have assumed that the floor areas have been calculated in accordance with the guidelines as contained in the Land Title Strata Act (LTSA). We recommend that a survey be undertaken to determine whether the areas provided differ from LTSA guidelines. In the event that there is a material variance in areas, we reserve the right to review our valuation as assessed herein.
Inclusions & Exclusions:	Our valuation includes those items that form part of the building service installations such as heating and cooling equipment, lifts, sprinklers, lighting, etc., that would normally pass with the sale of the property, but excludes all items of plant, machinery, equipment, partitions, furniture and other such items which may have been installed (by the occupant) or are used in connection with the business/businesses carried on within the property.
Code on Accessibility in the Built Environment 2019:	The Code deals with discrimination against persons with disabilities in respect to access to premises as well as many other areas. Should there be any concern as to whether the property may have any shortcomings in respect to this Code, we recommend that expert advice be sought from professionals qualified in this area.
Condition & Repairs:	We have inspected the building. However, we advise that we have not carried out a structural survey nor tested any of the services or facilities and are therefore unable to state that these are free from defect. We advise that we have not inspected unexposed or inaccessible portions of the building and are therefore unable to state that these are free from rot, infestation, asbestos or other hazardous material. We have, however, viewed the general state of repair of the property and advised that we did not notice any obvious signs of structural defect or dilapidations. Furthermore, the property appears to be in reasonable condition having regard to its age and use unless otherwise stated. Our valuation assumes that a detailed report of the structure and service installations of the building would not reveal any defects requiring significant expenditure. Additionally, we assume that the building complies with all relevant statutory requirements in respect of matters such as health, building and fire safety regulations.
Site Survey Not Provided:	We do not commission site surveys and a site survey has not been provided to us. We have assumed there are no encroachments by or on the property, and the Reliant Party(ies) should confirm this status by obtaining a current survey report and/or advice from a registered surveyor. If any encroachments are noted by the survey report, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation.
Site Conditions:	We do not commission site investigations to determine the suitability of ground conditions and services, nor do we undertake environmental or geotechnical surveys. We have assumed that these aspects are satisfactory and also that the site is clear of underground mineral or other workings, methane gas or other noxious substances. In the case of property which may have redevelopment potential, we proceed on the basis that the site has load bearing capacity suitable for the anticipated form of redevelopment without the need for additional and expensive foundations or drainage systems (unless stated otherwise).
Site Contamination Risk:	We have assumed that the site is free of elevated levels of contaminants. Our visual inspection is an inconclusive indicator of the actual condition of the site. We make no representation as to the actual environmental status of the subject property. If a test is undertaken at some time in the future to assess the degree, if any, of contamination of the site and this is found to be positive, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation.
Asbestos Risk:	Unless otherwise noted, we have assumed that the improvements are free of asbestos and hazardous materials, or should these materials be present then they do not pose significant risk to human health, nor require immediate removal. We assume the site is free of subsoil asbestos and have made no allowance in our valuation for site remediation works. Our visual inspection is an inconclusive indicator of the actual condition/presence of asbestos/hazardous materials within the property. We make no representation as to the actual status of the subject property. If a test is undertaken at some time in the future to assess the degree, if any, of the presence of any asbestos/hazardous materials on site and this is found to be positive, this valuation must not be relied upon before first consulting CBRE to reassess any effect on the valuation.
Extent of Our Investigations:	We are not engaged to carry out all possible investigations in relation to the property. Where in our report we identify certain limitations to our investigations, this is to enable the Reliant Party(ies) to instruct further investigations where considered appropriate or where we recommend as necessary prior to reliance. CBRE is not liable for any loss occasioned by a decision not to conduct further investigations.
Assumptions:	Assumptions are a necessary part of undertaking valuations. CBRE adopts assumptions for the purpose of providing valuation advice because some matters are not capable of accurate calculation or fall outside the scope of our expertise, or our instructions. The Reliant Party(ies) accepts that the valuation contains certain specific assumptions, and acknowledges and accepts the risk that if any of the assumptions adopted in the valuation are incorrect, then this may have an effect on the valuation.
Information Supplied by Others:	The valuation contains information which is derived from other sources. Unless otherwise specifically instructed by you and/or stated in the valuation, we have not independently verified that information, nor adopted it as our own, or accepted its reliability. The Reliant Party(ies) accepts the risk that if any of the unverified information/advice provided by others and referred to in the valuation is incorrect, then this may have an effect on the valuation.

Our Ref : CHH:LLH/TW:asm:252456 to 252465

HSBC Institutional Trust Services (Singapore) Limited
(in its capacity as Trustee of Alpha Integrated Real Estate Investment Trust) ("Trustee")
10 Marina Boulevard
#48-01 Marina Bay Financial Centre Tower 2
Singapore 018983

Alpha Integrated Real Estate Investment Trust Management Pte. Ltd.
(in its capacity as Manager of Alpha Integrated Real Estate Investment Trust) ("Manager")
105 Cecil Street
#10-01 The Octagon
Singapore 069534

January 16, 2026

VALUATION OF ALPHA INTEGRATED REAL ESTATE INVESTMENT TRUST PORTFOLIO

- 1) 18 GUL DRIVE SINGAPORE 629468
 - 2) 26 LOYANG DRIVE SINGAPORE 508970
 - 3) 33, 33A & 35 PENURU LANE SINGAPORE 609200/758/202
 - 4) 508 CHAI CHEE LANE SINGAPORE 469032
 - 5) 3A JOO KOON CIRCLE SINGAPORE 629033
 - 6) 2 TOH TUCK LINK SINGAPORE 596225
 - 7) 123 GENTING LANE SINGAPORE 349574
 - 8) 39 UBI ROAD 1 SINGAPORE 408695
 - 9) 23 SERANGOON NORTH AVENUE 5 BTC CENTRE SINGAPORE 554530
 - 10) 34 PENJURU LANE SINGAPORE 609201
- (COLLECTIVELY THE "PROPERTIES")

We refer to instructions issued by HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (as Manager of Alpha Integrated Real Estate Investment Trust) to provide the Market Value of the Properties as at December 31, 2025 ("date of valuation") and full valuation reports in respect of the Properties for corporate reporting purpose with a summary valuation letter and valuation certificates to be included in the Circular to be issued by the Manager in connection with a Mandatory Conditional Cash Offer ("MCO") by United Overseas Bank Limited ("UOB" or "Offeror Financial Adviser" or "Offeror FA") for and on behalf of Mindarie Investment Pte Ltd ("Offeror") to acquire all the issued and outstanding units in Alpha Integrated Real Estate Investment Trust other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it. The reliant parties on the reports are the Trustee and the Manager; and UOB as the Financial Adviser acting for on behalf of the Offeror.

We understand that our valuations and reports will be referred to for the purpose of the MCO of Alpha Integrated Real Estate Investment Trust. In this regard, we have been requested to present our valuation assessment in an abbreviated form comprising a Valuation Summary Letter and Certificate ("Report") which outlines key factors which have been considered in arriving at our opinion of Market Value of the Properties as at the date of valuation.

The Report is based on our full valuation reports undertaken for HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (as Manager of Alpha Integrated Real Estate Investment Trust) to advise the Market Value of the Properties as at December 31, 2025 for corporate reporting purpose. As such, the Report must be read in conjunction with our full valuation reports which contains pertinent physical and legal property details as well as related technical and financial information. We have undertaken no further inspections, nor made any additional investigations, recalculations, reviews or other such changes since the issuance of our valuation reports dated December 31, 2025 prepared for corporate reporting purpose. Should any material changes be found to have occurred since the issuance of our valuation reports, we may wish to revise our opinion of values.

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HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd.(as Manager of Alpha Integrated Real Estate Investment Trust)

**- Valuation of Alpha Integrated Real Estate Investment Trust Portfolio
(collectively known as the “Properties”)**

January 16, 2026

Our Reports were prepared in accordance with our 'General Principles Adopted in the Preparation of Valuations and Reports', a copy of which is attached.

Our valuations are made on the basis of Market Value, defined by the International Valuation Standards (IVS) (IVS 2025) and Singapore Institute of Surveyors and Valuers (SISV) Valuation Standards and Practice Guidelines (2022 Edition) as follows:

“Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion.”

Terms of Reference

We have relied on the information provided by Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (as Manager of Alpha Integrated Real Estate Investment Trust) on matters such as net lettable/gross floor areas, tenancy details, annual value, building specifications, etc. All information provided is treated as correct and Jones Lang LaSalle accepts no responsibility for subsequent changes in information and reserves the right to change our opinion of value if any other information provided were to materially change.

We have previously not carried out investigations to determine the suitability of the ground conditions and services. Our valuations have been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defect. We are not, however, able to report whether the Properties are free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our unbiased professional analyses, opinions and conclusions. The opinion of values contained in this Valuation Summary Letter and Certificates are not guarantees or predictions but are based on the information obtained from reliable and reputable agencies and sources, and other related parties.

No allowances have been made in our valuations for any charges, mortgages or amounts owing on the Properties, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the Properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

Our valuations are made on the assumption that the owner sells the Properties in the open market without the benefit of a deferred terms contract, lease back, joint venture, management agreement or any similar agreement which could serve to affect the value of the Properties.

We have no present or prospective interest in the Properties and are not a related corporation of nor do we have a relationship with the advisers or other party/parties HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (as Manager of Alpha Integrated Real Estate Investment Trust) are contracting with. The valuers' compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd.(as Manager of Alpha Integrated Real Estate Investment Trust)

**- Valuation of Alpha Integrated Real Estate Investment Trust Portfolio
(collectively known as the “Properties”)**

January 16, 2026

Terms of Reference (Cont'd)

In accordance with our standard practice, this Report is addressed only to HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (as Manager of Alpha Integrated Real Estate Investment Trust). No responsibility is accepted to any other third party for the whole or any part of its contents. Neither the whole nor any part of this Report nor any reference thereto may be included in any document, circular or statement without our written approval of the form and context in which it will appear, save that a copy of this Report may be reproduced and included in the Circular to be issued by the Manager in connection with the MGO by the Offeror FA for and on behalf of Offeror to acquire all the issued and outstanding units in Alpha Integrated Real Estate Investment Trust other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it.

We hereby certify that our valuers undertaking this valuation are authorised to practice as valuers and have the necessary expertise and experience in valuing similar types of properties. The valuers undertaking the instruction are members of SISV and hold appraiser's licences with the Inland Revenue Authority of Singapore. Each valuer has more than 20 years' experience in the valuation and advisory services for properties in Singapore.

HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd.(as Manager of Alpha Integrated Real Estate Investment Trust)

**- Valuation of Alpha Integrated Real Estate Investment Trust Portfolio
(collectively known as the “Properties”)**

January 16, 2026

Valuation Methodologies

In arriving at our opinion of Market Values as at date of valuation, we have predominantly adopted the Income Capitalisation Method and Discounted Cash Flow (DCF) Analysis. We have considered the valuation outcome from the income approaches and have considered the reasonableness of this rate in the context of the market, referencing attributes such as location, type and quality of built improvements, balance land lease term, investment characteristics including occupancy, weighted average lease term and overall rental position. Both results have then been cross-checked using the Direct Comparison Method.

Our valuations have been undertaken utilising the Jones Lang LaSalle proprietary valuation model.

Discounted Cash Flow Analysis

We have adopted the DCF Analysis to value the Properties taking into consideration the existing committed tenancies.

Under the Discounted Cash Flow Analysis, the net operating income is discounted at an appropriate discount rate to arrive at the Market Values. The net income is derived by deducting from the gross income, the operating expenses incurred in the building maintenance and management of the property and outgoings including property tax, insurance, administration overheads and other related expenses such as letting up allowances and capital expenditure for repair and replacement.

We have undertaken a Discounted Cash Flow Analysis over a 10-year period. The projected net income is discounted to arrive at the present value. The terminal value of the Properties are derived by capitalising the net income at the end of the 10th year and discounting it to give the present value. The 10 years discounted cash flow and present value of the terminal value will give rise to the capital value of the Properties.

Income Capitalisation Method

The Income Capitalisation Method converts net income to value through the application of a market derived capitalisation rate. This method adopts a rental income for all occupied and vacant tenancies (i.e. base rents) and other sources of income, together with recoverable outgoings and the deduction of all outgoings and expenses including appropriate vacancy allowances to determine the net income derived from the Properties.

Adjustments for rental reversions, letting up allowances and short term capital expenditure, where appropriate, have been made in order to derive the resultant value.

HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd.(as Manager of Alpha Integrated Real Estate Investment Trust)

**- Valuation of Alpha Integrated Real Estate Investment Trust Portfolio
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January 16, 2026

Market Comment

The valuations are based on information available to us and our assessment of market conditions for properties of this nature at the date of valuation. Market conditions can change rapidly and we are therefore unable to provide assurance that the assessments will remain valid in the future. We recommend that market value assessments be reviewed periodically if required.

Disclaimer

1. Save for liability which cannot be excluded by law, Jones Lang LaSalle and its respective businesses, directors, officers, employees, consultants, lenders, agents or advisors do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information contained in this Report, and do not accept any responsibility to any party:
 - (a) arising in any way for any errors in or omissions from the information, or for any lack of truth, accuracy, completeness, currency or reliability of the information;
 - (b) for any interpretation that the recipient of the information or any other person may place on the information, or for any opinion or conclusion that the recipient of the information or any other person may form as a result of examining the information; and
 - (c) any liability (whether direct or indirect or consequential) for any loss, damage, cost, expense, outgoing, interest, loss of profits or loss of any kind ("Losses") suffered or incurred by any person (whether foreseeable or not) as a result of or by reason of or in connection with the provision or use of the information in the Report, or any party acting on or relying on any information in the Report, whether the Losses arise in connection with any negligence, default or lack of care on the part of Jones Lang LaSalle or any other cause.
2. The information is not based on any actual or implied knowledge or consideration of the investment objectives, financial situation, legal or taxation position or any other needs or requirements of the recipient of the information and should not be construed in any way as a recommendation in respect of the property that forms the subject matter of the Report.
3. Any valuation or assessments included in the information or any other written or oral valuation or assessment of Jones Lang LaSalle made available to in this Report is not to be taken to be representations as to future matters. The valuation and assessments are based on a large number of assumptions and are subject to significant uncertainties, vagaries and contingencies, some, if not all, of which are outside of the control of Jones Lang LaSalle.
4. No representation is made that any assessment will be realised. Actual future events may vary significantly from the assessment. All recipients of the Report (or part thereof) should make and must rely on its own business judgment, enquiries and investigations regarding the assumptions, uncertainties and contingencies included in the Report.



HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd.(as Manager of Alpha Integrated Real Estate Investment Trust)

**- Valuation of Alpha Integrated Real Estate Investment Trust Portfolio
(collectively known as the "Properties")**

January 16, 2026

Disclaimer (Cont'd)

5. For the avoidance of doubt, the information in the Report is based on data reasonably available to Jones Lang LaSalle as at the time of writing of the Report unless otherwise specified.
6. Jones Lang LaSalle is not providing advisory services in issuing this Report and makes no representation or recommendation to any prospective investor or financier.
7. Acceptance or use of the information by any party will be taken to be acceptance by such party that the party will be relying on its own independent judgment, enquiries, investigations and advice.

HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd.(as Manager of Alpha Integrated Real Estate Investment Trust)

**- Valuation of Alpha Integrated Real Estate Investment Trust Portfolio
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January 16, 2026

Market Value as December 31, 2025

We have had regard to the respective outcomes of the adopted valuation approaches and have reconciled our adopted Market Values having regard to the prevailing yields, rates of return and transaction rates within the context of the available investment sales evidence.

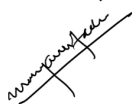
Our concluded Market Values for the individual Properties are summarised in the following table, and our adopted valuation parameters appear within the appended Valuation Certificates.

Property	Market Value as at December 31, 2025
1) 18 Gul Drive Singapore 629468	S\$19,000,000
2) 26 Loyang Drive Singapore 508970	S\$28,000,000
3) 33, 33A & 35 Penjuru Lane Singapore 609200/758/202	S\$40,200,000
4) 508 Chai Chee Lane Singapore 469032	S\$72,000,000
5) 3A Joo Koon Circle Singapore 629033	S\$40,000,000
6) 2 Toh Tuck Link Singapore 596225	S\$30,400,000
7) 123 Genting Lane Singapore 349574	S\$18,000,000
8) 39 Ubi Road 1 Singapore 408695	S\$20,000,000
9) 23 Serangoon North Avenue 5 BTC Centre Singapore 554530	S\$43,400,000
10) 34 Penjuru Lane Singapore 609201	S\$26,500,000
TOTAL	S\$337,500,000

Yours faithfully,

For and on behalf of

Jones Lang LaSalle Property Consultants Pte Ltd



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**- Valuation of Alpha Integrated Real Estate Investment Trust Portfolio
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January 16, 2026

It is essential that before the addressee relies on this valuation, they read the report in its entirety, including any Annexures. Should the addressee be or become aware of any issue or issues that cast doubt on or are in conflict with the conditions, qualifications or assumptions contained within this report, they must notify JLL in writing so that any conflicts may be considered and if appropriate, an amended report issued.



Valuation Certificate

Property	:	18 Gul Drive Singapore 629468 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO
Legal Description	:	Lot 244C of Mukim 7.
Tenure	:	20 years lease commencing from September 13, 2018. Balance term of about 12.7 years.
Basis of Valuation	:	Market Value subject to existing tenancy and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	A part 2- / part 4-storey chemical warehouse building with ancillary office erected on a rectangular-shaped plot of land slightly above the access road level.
Site Area	:	8,588.8 sq.m. (92,449 sq.ft.)
Gross Floor Area (GFA) (as provided)	:	Approximately 12,344.8 sq.m. (132,878 sq.ft.)
Net Lettable Area (NLA) (as provided)	:	Approximately 12,344.8 sq.m. (132,878 sq.ft.)
Tenancy Profile (as provided)	:	The Property is leased to a master lessee for a term of 10 years commencing from January 1, 2020. The lessee is responsible for property outgoing expenses such as property repairs and maintenance but excluding land rent and property tax.

Valuation Certificate (Cont'd)

Master Plan Zoning : Business 2 with Plot Ratio of 1.4.
(2025 Edition)

Methods of Valuation : Discounted Cash Flow Analysis and Income Capitalisation Method.

Material Date of Valuation : December 31, 2025.

Capitalisation Rate : 6.00%

Terminal Capitalisation Rate : 6.25%

Discount Rate : 7.50%

Market Value : S\$19,000,000/- (Singapore Dollars Nineteen Million)

Value on GFA : S\$1,539 psm (S\$143 psf)

Value on NLA : S\$1,539 psm (S\$143 psf)

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Valuation Certificate

Property	:	26 Loyang Drive Singapore 508970 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 4432W of Mukim 31.
Tenure	:	30+18 years lease commencing from January 1, 2006. Balance term of about 28.0 years.
Basis of Valuation	:	Market Value subject to existing tenancy and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	A single-storey warehouse building with mezzanine floors.
Site Area	:	18,157.3 sq.m. (195,443 sq.ft.)
Gross Floor Area (GFA) (as provided)	:	Approximately 13,858.0 sq.m. (149,166 sq.ft.)
Net Lettable Area (NLA) (as provided)	:	Approximately 13,858.0 sq.m. (149,166 sq.ft.)
Tenancy Profile (as provided)	:	The Property is leased to a master lessee for a term of 8.1 years (with renewals) commencing from November 26, 2018 with the lessee bearing property outgoing expenses including repairs and maintenance but excluding land rent and property tax.

Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 2 with Plot Ratio of 2.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.75%
Terminal Capitalisation Rate	:	6.00%
Discount Rate	:	7.50%
Market Value	:	S\$28,000,000/- (Singapore Dollars Twenty-Eight Million)
Value on GFA	:	S\$2,020 psm (S\$188 psf)
Value on NLA	:	S\$2,020 psm (S\$188 psf)



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Valuation Certificate

Property	:	33, 33A & 35 Penjuru Lane Singapore 609200/758/202 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 8480C of Mukim 5.
Tenure	:	31 years lease commencing from February 16, 2018. Balance term of about 23.1 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	A 4-storey warehouse building (Block A), a part 1/3-storey warehouse building with a basement (Block B) and a single-storey warehouse with mezzanine floor (Block C).
Site Area	:	25,756.1 sq.m. (277,236 sq.ft.)
Gross Floor Area (GFA)	:	Approximately 26,588.1 sq.m.(286,192 sq.ft.)- as provided.
Net Lettable Area (NLA) (as provided)	:	Approximately 23,445.8 sq.m. (252,369 sq.ft.)- as provided.
Tenancy Profile (as provided)	:	The Property is multi-tenanted with lease predominantly of 3 to 5 years.

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Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 2 with Plot Ratio of 2.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.75%
Terminal Capitalisation Rate	:	6.00%
Discount Rate	:	7.50%
Market Value	:	S\$40,200,000/- (Singapore Dollars Forty Million and Two Hundred Thousand)
Value on GFA	:	S\$1,512 psm (S\$140 psf)
Value on NLA	:	S\$1,715 psm (S\$159 psf)

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Valuation Certificate

Property	:	508 Chai Chee Lane Singapore 469032 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 6084K of Mukim 28.
Tenure	:	30+29 years lease commencing from April 16, 2001. Balance term of 34.3 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	The property comprises a 7-storey light industrial building with two basement levels.
Site Area	:	10,562.1 sq.m. (113,689 sq.ft)
Gross Floor Area (GFA)	:	Approximately 29,702.8 sq.m. (319,718 sq.ft.) - as provided.
Net Lettable Area (NLA) (as provided)	:	Approximately 22,300.3 sq.m. (240,038 sq.ft.) - as provided.
Tenancy Profile (as provided)	:	The building is multi-tenanted with the lease predominantly of 4 to 5 years duration.



Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 1 with Plot Ratio of 2.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.50%
Terminal Capitalisation Rate	:	5.75%
Discount Rate	:	7.25%
Market Value	:	S\$72,000,000/- (Singapore Dollars Seventy-Two Million)
Value on GFA	:	S\$2,424 psm (S\$225 psf)
Value on NLA	:	S\$3,229 psm (S\$300 psf)

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Valuation Certificate

Property	:	3A Joo Koon Circle Singapore 629033 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 1463T of Mukim 7.
Tenure	:	30 years lease commencing from August 1, 2017. Balance term of about 21.6 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	A 2-storey warehouse building with mezzanine floor and a part 3/part 4-storey factory building.
Site Area	:	14,553.2 sq.m. (156,649 sq.ft.)
Gross Floor Area (GFA)	:	Approximately 20,243.5 sq.m. (217,899 sq.ft.) - as provided.
Net Lettable Area (NLA) (as provided)	:	Approximately 19,419.2 sq.m.(209,026 sq.ft.) - as provided.
Tenancy Profile (as provided)	:	The Property is multi-tenanted with lease predominantly of 5 years and 10 years.



Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 2 with Plot Ratio of 1.4.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.75%
Terminal Capitalisation Rate	:	6.00%
Discount Rate	:	7.50%
Market Value	:	S\$40,000,000/- (Singapore Dollars Forty Million)
Value on GFA	:	S\$1,976 psm (S\$184 psf)
Value on NLA	:	S\$2,060 psm (S\$191 psf)

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Valuation Certificate

Property	:	2 Toh Tuck Link Singapore 596225 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 7792W of Mukim 5.
Tenure	:	30+30 years lease commencing from December 16, 1996. Balance term of about 31.0 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	A part 4/part 6-storey warehouse building with a basement carpark.
Site Area	:	6,732.5 sq.m. (72,468 sq.ft.)
Gross Floor Area (GFA)	:	Approximately 16,880.9 sq.m. (181,705 sq.ft.) - as provided.
Net Lettable Area (NLA) (as provided)	:	Approximately 12,845.2 sq.m. (138,264 sq.ft.)- as provided.
Tenancy Profile (as provided)	:	The Property is multi-tenanted with lease predominantly of 3 years.



Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 2 with Plot Ratio of 2.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.75%
Terminal Capitalisation Rate	:	6.00%
Discount Rate	:	7.50%
Market Value	:	S\$30,400,000/- (Singapore Dollars Thirty Million and Four Hundred Thousand)
Value on GFA	:	S\$1,801 psm (S\$167 psf)
Value on NLA	:	S\$2,367 psm (S\$220 psf)

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Valuation Certificate

Property	:	123 Genting Lane Singapore 349574 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 5872T of Mukim 24.
Tenure	:	60 years lease commencing from September 1, 1981. Balance term of about 15.7 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	An 8-storey light industrial building with ancillary office.
Site Area	:	6,017.4 sq.m. (64,771 sq.ft.)
Gross Floor Area (GFA) (as provided)	:	Approximately 14,763.0 sq.m. (158,907 sq.ft.)
Net Lettable Area (NLA) (as provided)	:	Approximately 12,568.7 sq.m. (135,288 sq.ft.)
Tenancy Profile (as provided)	:	The building is multi-tenanted with the lease predominately of 1 to 3 years duration.



Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 1 with Plot Ratio of 2.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.75%
Terminal Capitalisation Rate	:	6.00%
Discount Rate	:	7.50%
Market Value	:	S\$18,000,000/- (Singapore Dollars Eighteen Million)
Value on GFA	:	S\$1,219 psm (S\$113 psf)
Value on NLA	:	S\$1,432 psm (S\$133 psf)

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Appraiser Licence No: AD041-2006555E
Senior Director, Value & Risk Advisory
JONES LANG LASALLE

Kamal Hamdi
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Head, Value & Risk Advisory
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Valuation Certificate

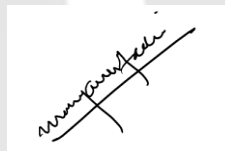
Property	:	39 Ubi Road 1 Singapore 408695 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 4610M of Mukim 23.
Tenure	:	30 years lease commencing from January 1, 2022. Balance term of about 26.0 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	The property comprises an 8-storey light industrial building with ancillary offices.
Site Area	:	5,136.1 sq.m. (55,284 sq. ft.)
Gross Floor Area (GFA)	:	Approximately 12,589.6 sq.m. (135,513 sq.ft.) - as provided.
Net Lettable Area (NLA) (as provided)	:	Approximately 10,060.9 sq.m. (108,294 sq.ft.) - as provided.
Tenancy Profile (as provided)	:	The building is multi-tenanted with the lease predominantly of 3 to 10 years duration.

Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 2 with Plot Ratio of 2.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.75%
Terminal Capitalisation Rate	:	6.00%
Discount Rate	:	7.50%
Market Value	:	S\$20,000,000/- (Singapore Dollars Twenty Million)
Value on GFA	:	S\$1,589 psm (S\$148 psf)
Value on NLA	:	S\$1,988 psm (S\$185 psf)



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Head, Value & Risk Advisory
JONES LANG LASALLE



Valuation Certificate

Property	:	23 Serangoon North Avenue 5 BTC Centre Singapore 554530 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 16685X of Mukim 18.
Tenure	:	30+20 years 15 days lease commencing from September 16, 2006. Balance term of about 30.8 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	The property comprises a 6-storey industrial building with mezzanine level.
Site Area	:	5,999.6 sq.m. (64,579 sq.ft.)
Gross Floor Area (GFA)	:	Approximately 14,807.3 sq.m. (159,384 sq.ft.) - as provided.
Net Lettable Area (NLA) (as provided)	:	Approximately 12,867.64 sq.m. (138,506 sq.ft.) - as provided.
Tenancy Profile (as provided)	:	The building is multi-tenanted with the lease predominantly of 2 to 5 years duration.



Valuation Certificate (Cont'd)

Master Plan Zoning (2025 Edition)	:	Business 1 with Plot Ratio of 2.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2025.
Capitalisation Rate	:	5.75%
Terminal Capitalisation Rate	:	6.00%
Discount Rate	:	7.25%
Market Value	:	S\$43,400,000/- (Singapore Dollars Forty-Three Million And Four Hundred Thousand)
Value on GFA	:	S\$2,931 psm (S\$272 psf)
Value on NLA	:	S\$3,373 psm (S\$313 psf)

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Head, Value & Risk Advisory
JONES LANG LASALLE



Valuation Certificate

Property	:	34 Penjuru Lane Singapore 609201 (the "Property")
Client	:	HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Alpha Integrated Real Estate Investment Trust) and Alpha Integrated Real Estate Investment Trust Management Pte. Ltd. (in its capacity as Manager of Alpha Integrated Real Estate Investment Trust)
Purpose of Valuation	:	Corporate reporting as at December 31, 2025 and extension of reliance to be referred to as part of the MGO.
Legal Description	:	Lot 7871A of Mukim 5.
Tenure	:	30 years lease commencing from August 16, 2002. Balance term of about 6.6 years.
Basis of Valuation	:	Market Value subject to existing tenancies and occupational arrangements.
Registered Lessee	:	HSBC Institutional Trust Services (Singapore) Limited (in Trust).
Brief Description of Property	:	A 5-storey warehouse with ancillary offices.
Site Area	:	15,410.1 sq.m. (165,873 sq.ft.)
Gross Floor Area (GFA)	:	Approximately 38,487.0 sq.m. (414,270 sq.ft.) - as provided.
Net Lettable Area (NLA) (as provided)	:	Approximately 34,108.5 sq.m. (367,141 sq.ft.) - as provided.
Tenancy Profile (as provided)	:	The Property is multi-tenanted with lease predominantly of 3 years.



Valuation Certificate (Cont'd)

Master Plan Zoning : Business 2 with Plot Ratio of 2.5.
(2025 Edition)

Methods of Valuation : Discounted Cash Flow Analysis.

Material Date of Valuation : December 31, 2025.

Discount Rate : 8.25%

Market Value : S\$26,500,000/- (Singapore Dollars Twenty-Six Million And Five Hundred Thousand)

Value on GFA : S\$689 psm (S\$64 psf)

Value on NLA : S\$777 psm (S\$72 psf)

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JONES LANG LASALLE



Annexure 1

General Principles of Valuation



GENERAL PRINCIPLES ADOPTED IN THE PREPARATION OF VALUATIONS AND REPORTS

These are the general principles upon which our Valuations and Reports are normally prepared; they apply unless we have specifically mentioned otherwise in the body of the report.

1) VALUATION STANDARDS

All work are carried out in accordance with the Singapore Institute of Surveyors and Valuers (SISV) Valuation Standards and Guidelines and International Valuation Standards (IVS), subject to variations to meet local laws, customs, practices and market conditions.

2) VALUATION BASIS

Our valuations are made on the basis of Market Value, defined by the SISV and IVSC as follows:

"Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

3) CONFIDENTIALITY

Our Valuations and Reports are confidential to the party to whom they are addressed or their other professional advisors for the specific purpose(s) to which they refer. No responsibility is accepted to any other parties and neither the whole, nor any part, nor reference thereto may be included in any published document, statement or circular, or published in any way, nor in any communication with third parties, without our prior written approval of the form and context in which they will appear.

4) SOURCE OF INFORMATION

Where it is stated in the report that information has been supplied by the sources listed, this information is believed to be reliable and we shall not be responsible for its accuracy nor make any warranty or representation of the accuracy of the information. All other information stated without being attributed directly to another party is obtained from our searches of records, examination of documents or enquiries with the relevant authorities.

5) DOCUMENTATION

We do not normally read leases or documents of title and, where appropriate, we recommend that lawyer's advice on these aspects should be obtained. We assume, unless informed to the contrary, that all documentation is satisfactorily drawn and that good title can be shown and there are no encumbrances, restrictions, easements or other outgoings of an onerous nature which would have an effect on the value of the interest under consideration.

6) TOWN PLANNING AND OTHER STATUTORY REGULATIONS

Information on Town Planning is obtained from the set of Master Plan, Development Guide Plans (DGP) and Written Statement published by the competent authority. Unless otherwise instructed, we do not normally carry out requisitions with the various public authorities to confirm that the property is not adversely affected by any public schemes such as road and drainage improvements. If reassurance is required, we recommend that verification be obtained from your lawyers.

Our valuations are prepared on the basis that the premises and any improvements thereon comply with all relevant statutory regulations. It is assumed that they have been, or will be issued with a Certificate of Statutory Completion by the competent authority.

7) TENANTS

Enquiries as to the financial standing of actual or prospective tenants are not normally made unless specifically requested. Where properties are valued with the benefit of lettings, it is therefore assumed that the tenants are capable of meeting their obligations under the lease and that there are no arrears of rent or undisclosed breaches of covenant.

8) STRUCTURAL SURVEYS

We have not carried out a building survey nor any testing of services, nor have we inspected those parts of the property which are inaccessible. We cannot express an opinion about or advise upon the condition of uninspected parts and this Report should not be taken as making any implied representation or statement about such parts. Whilst any defects or items of disrepair are noted during the course of inspection, we are not able to give any assurance in respect of rot, termite or past infestation or other hidden defects.

9) SITE CONDITIONS

We do not normally carry out investigations on site in order to determine the suitability of the ground conditions and services for the existing or any new development, nor have we undertaken any archaeological, ecological or environmental surveys. Unless we are otherwise informed, our valuations are on the basis that these aspects are satisfactory and that, where development is proposed, no extraordinary expenses or delays will be incurred during the construction period.

10) OUTSTANDING DEBTS

In the case of buildings where works are in hand or have recently been completed, we do not normally make allowance for any liability already incurred, but not yet discharged, in respect of completed works, or obligations in favour of contractors, sub-contractors or any members of the professional or design team.

...../Page 2



11) INSURANCE VALUE

Our opinion of the insurance value is our assessment of the reinstatement cost for insurance purpose and it comprises the total cost of completely rebuilding the property to be insured, together with allowances for inflation, demolition and debris removal, professional fees, the prevailing G.S.T. (goods and services tax) and, if applicable, compliance with current regulations and by-laws.

12) DIMENSIONS, MEASUREMENTS & AREAS

Dimensions, measurements and areas included in the report are based on information contained in copies of documents provided to us and are therefore approximations. No on site measurements have been taken. We have no reason to doubt the truth and accuracy of the information provided. Our valuation is totally dependent on the adequacy and accuracy of the information supplied and/or the assumptions made. Should these prove to be incorrect or inadequate, the accuracy of the valuation may be affected.

13) ACCURACY, ERRORS & OMISSIONS

Whilst care has been taken in the preparation of the report, no representation is made or responsibility is accepted for errors, omissions and the accuracy of the whole or any part.

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Year 2022

APPENDIX VIII

STATEMENTS OF PROSPECTS

A. REQUIREMENTS UNDER THE CODE IN RELATION TO PROFIT FORECASTS

1. The Code requires any profit forecast which has been made before the commencement of the offer period to be examined, repeated and reported in this Circular.
 2. The Circular must, *inter alia*,:
 - 2.1 pursuant to Rule 25 of the Code,
 - (a) include the assumptions, including the commercial assumptions, upon which the Directors have based their profit forecast (including a summary of uncertain events or factors on which the Directors passed judgement) in order to assist Unitholders in forming a view on the reasonableness and reliability of the forecast;
 - (b) draw the Unitholders' attention to and, where possible, quantify those uncertain events or factors which could affect the achievement of the profit forecast; and
 - (c) explain any uncertainties surrounding the profit forecast; and
 - 2.2 pursuant to Rule 25 of the Code, include the following reports:
 - (a) a report of the auditor or reporting accountant which examines and reports on the accounting policies and calculations for the forecast;
 - (b) a report of the financial adviser, if he is mentioned in the document containing the forecast, which examines the forecast and reports whether, in his view, the forecast has been made after due and careful enquiry; and
 - (c) where revenue or profit from land and buildings is a material element in a forecast, a report of an independent valuer which examines and reports on that part of the forecast. As a general rule, revenue or profit from the sale of or rental of properties will be considered material if it exceeds 25% of the total forecast revenue or profit. However, this requirement does not apply where the income is virtually certain e.g. known rents receivable under existing leases,
- (together, the "**Relevant Reports**").

B. STATEMENTS OF PROSPECTS

1. On 22 October 2025, the Prior Manager released on SGXNet an unaudited financial update for the nine months ended 30 September 2025 accompanied by a press release and a results presentation (collectively referred to as the "**9M 2025 Unaudited Update**"). The 9M 2025 Unaudited Update included the following statements set out in the table below which may be deemed as profit forecasts under Rule 25 of the Code (the "**Statements of Prospects**"):

Date of release on the SGXNet	Source	Relevant Extracts
22 October 2025	Interim Financial Information For the financial period from 1 January 2025 to 30 September 2025	"With the stellar year-to-date (9M 2025) results performance of achieving 30.3% y-o-y growth in income available for distribution per unit, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025, barring unforeseen circumstances."

Date of release on the SGXNet	Source	Relevant Extracts
22 October 2025	3Q2025 Results Presentation	<i>"Barring unforeseen circumstances, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025."</i>
22 October 2025	3Q2025 Results Presentation	<i>"Favourable Outlook - The REIT is expected to deliver a double-digit percentage increase in income available for DPU for FY 2025, barring unforeseen circumstances"</i>
22 October 2025	3Q2025 Results Presentation	<i>"With the strong year-to-date results achievements, the Manager is confident that the REIT is on track to surpass FY 2024's gross revenue and net property income, barring unforeseen circumstances"</i>
22 October 2025	3Q 2025 Press Release	<i>"Well-positioned to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025"</i>
22 October 2025	3Q 2025 Press Release	<i>"Barring unforeseen circumstances, we expect the REIT to deliver a double-digit percentage growth in income available for distribution per unit for FY 2025."</i>

- The Statements of Prospects were published by the Prior Manager prior to the Offer Announcement, for which the directors of the Prior Manager were solely responsible.
- The Manager is a separate legal entity from the Prior Manager, with a different board of directors. The Manager and its Board only assumed management of AI-REIT from 23 October 2025, 7 p.m., and were not involved in, are not privy to, and have not been provided with the bases, assumptions, internal models or workings used by the Prior Manager in formulating the Statements of Prospects, whether as part of the handover or otherwise.
- The Prior Manager has informed the Manager that it has commenced winding down of its operations. In addition, the Manager has experienced difficulties in contacting the Prior Manager, including instances where email communications have been returned as undeliverable. In these circumstances, it is not practicable for the Manager to obtain the relevant information underlying the Statements of Prospects within the timeframe required for the despatch of this Circular.
- The Manager has also made enquiries with the auditors of AI-REIT (the "**Auditors**"), who similarly were not involved in, and are not privy to, the underlying bases and assumptions adopted by the Prior Manager for the purposes of the Statements of Prospects.
- Accordingly, it is not possible for the Manager to include the detailed assumptions relied on by the Prior Manager and the uncertainties relating to the Statements of Prospects made by the Prior Manager.
- In these circumstances, the Manager had sought guidance from the SIC and was advised to set out its own views on the validity of the Statements of Prospects, together with the bases and assumptions underpinning those views.

C. MANAGER'S VIEWS ON THE STATEMENTS OF PROSPECTS

1. Notwithstanding the foregoing, based on the information currently available to it as at the Last Practicable Date, the Manager is of the opinion that the Statements of Prospects remain reasonable and not misleading in the context in which they were made. In forming this view, the Manager has reviewed publicly available information, the unaudited preliminary full year FY2025 management accounts ("**Unaudited FY2025 Management Accounts**") and operational information of AI-REIT available since it assumed management, and has considered whether there have been any material developments or changes in circumstances that would render the Statements of Prospects invalid or no longer reasonable.
2. The Manager is not aware of any material matters that would cause the Statements of Prospects, when viewed as a whole, to be no longer reasonable as at the Latest Practicable Date.

D. BASES AND ASSUMPTIONS FOR THE STATEMENTS OF PROSPECTS

1. In forming its opinion on the continued validity of the Statements of Prospects as set out in Section C above, and in the absence of access to the Prior Manager's internal bases and assumptions, the Manager has undertaken its assessment by reference to the Unaudited FY2025 Management Accounts and on the following bases and assumptions:
 - (a) there have been no material changes to the accounting policies adopted by the AI-REIT Group for the preparation of its audited and unaudited financial statements since the Statements of Prospects were made;
 - (b) the AI-REIT Group's actual operational and financial performance, as reflected in the Unaudited FY2025 Management Accounts, does not indicate any material adverse deviation from the overall performance trends, expectations or outcomes contemplated by the Statements of Prospects;
 - (c) there have been no material changes to the principal activities, management structure or organisational framework of the AI-REIT Group that would fundamentally alter the assumptions underlying the Statements of Prospects;
 - (d) there have been no material adverse changes in the political, regulatory, legal or economic conditions, or competitive environment, in the jurisdictions in which the AI-REIT Group operates that would render the Statements of Prospects unreasonable;
 - (e) there have been no material changes in the relationships between the AI-REIT Group and its key suppliers, customers, counterparties or financial institutions that would have a material adverse impact on its financial performance relative to the Statements of Prospects;
 - (f) there have been no material changes to applicable tax legislation, tax bases or tax rates, government levies or duties that would materially affect the assumptions underlying the Statements of Prospects;
 - (g) there have been no material impairment events, litigation or claims that would reasonably be expected to result in material charges against the assets or earnings of the AI-REIT Group beyond those contemplated at the time the Statements of Prospects were prepared;
 - (h) while uncertainties remain, including macroeconomic and market-related uncertainties, such uncertainties are not, in the Manager's view, materially different in nature or magnitude from those prevailing at the time the Statements of Prospects were made; and
 - (i) the final audited consolidated financial statements of AI-REIT for FY2025, when issued, will not materially differ from, or give rise to any material adjustment to, the Unaudited FY2025 Management Accounts.

E. RELEVANT REPORTS

Unitholders are advised to refer to the letter from the IFA in relation to the Statements of Prospects and the letter from the Auditors of AI-REIT in relation to the Statements of Prospects set out in Appendix IX and X respectively for further details.

F. CAUTIONARY NOTE

Your attention is drawn to the following:

1. The Manager emphasises that the Statements of Prospects were prepared by the Prior Manager based on information available at the relevant time and are subject to inherent uncertainties. Accordingly, Unitholders are advised not to place undue reliance on the Statements of Prospects.
2. Unitholders should refer to the 9M 2025 Unaudited Update for the full context of the Statements of Prospects and the historical information contained therein. The audited FY2025 financial statements will be announced when available in accordance with applicable requirements of the Listing Manual.
3. Should the Manager become aware of any material developments or changes in the ordinary course of business that require disclosure, the Manager will make the appropriate announcements in a timely manner in accordance with applicable requirements of the Listing Manual. As at the Latest Practicable Date, no such announcements have been made by the Manager. The Manager remains focused on the ongoing management of the business and operations of AI-REIT.



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ASU/RHC/68508531/NC

27 January 2026

Alpha Integrated REIT Management Pte. Ltd.
(in its capacity as manager of Alpha Integrated Real Estate Investment Trust) ("the Manager")
105 Cecil Street
#10-01, The Octagon
Singapore 069534

HSBC Institutional Trust Services (Singapore) Limited (in its capacity as Trustee of Alpha Integrated Real Estate Investment Trust)
10 Marina Boulevard #45-01
Marina Bay Financial Centre Tower 2
Singapore 018983

Attention : Goo Li Ling
Chief Financial Officer

Letter from the Auditor in relation to the Statements of Prospects for the Financial Year Ended 31 December 2025

Dear Sirs:

Introduction

This letter is prepared for the purposes of Rule 25.2 of the Singapore Code on Take-overs and Mergers (the "Code") in connection with the offeree circular ("Circular") prepared by Alpha Integrated REIT Management Pte. Ltd (the "Manager") in its capacity as manager of Alpha Integrated Real Estate Investment Trust and its subsidiaries ("AI-REIT Group") in relation to the mandatory conditional cash offer ("Offer") to acquire all the issued and paid-up Units in the capital of the AI-REIT Group other than those already owned, controlled or agreed to be acquired by Mindarie Investment Pte. Ltd. and its concert parties (the "Offeror") in accordance with Rule 14 of the Code.

This letter has been prepared for inclusion in the Circular.

The Manager of AI-REIT Group is responsible for the preparation and presentation of the Statements of Prospects for the financial year ended 31 December 2025 on pages VIII-1 to VIII-4 of the Circular, including the assumptions as set out on page VIII-3 of the Circular on which it is based (the "Assumptions"). Our responsibility is to examine and report on the reasonableness of the Assumptions used in the preparation of the Statements of Prospects, and on the calculations and accounting policies of the Statements of Prospects.

Scope of Engagement

We have examined the Statement of Prospects, relating to the profit forecast of AI-REIT Group for the financial year ended 31 December 2025, set out as follows:

Date of release on the SGXNET	Source	Relevant Extracts
22 October 2025	Interim Financial Information For the financial period from 1 January 2025 to 30 September 2025	<i>"With the stellar year-to-date (9M 2025) results performance of achieving 30.3% y-o-y growth in income available for distribution per unit, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025, barring unforeseen circumstances."</i>
22 October 2025	3Q2025 Results Presentation	<i>"Barring unforeseen circumstances, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025."</i>
22 October 2025	3Q2025 Results Presentation	<i>"Favourable Outlook - The REIT is expected to deliver a double-digit percentage increase in income available for DPU for FY 2025, barring unforeseen circumstances"</i>
22 October 2025	3Q2025 Results Presentation	<i>"With the strong year-to-date results achievements, the Manager is confident that the REIT is on track to surpass FY 2024's gross revenue and net property income, barring unforeseen circumstances"</i>
22 October 2025	3Q 2025 Press Release	<i>"Well-positioned to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025"</i>
22 October 2025	3Q 2025 Press Release	<i>"Barring unforeseen circumstances, we expect the REIT to deliver a double-digit percentage growth in income available for distribution per unit for FY 2025."</i>

We have examined the Statements of Prospects of AI-REIT Group in accordance with Singapore Standard on Assurance Engagements 3400 "The Examination of Prospective Financial Information", as to whether the Assumptions provide a reasonable basis for the Statements of Prospects, whether the Statements of Prospects, so far as the accounting policies and calculations are concerned, has been properly prepared based on the Assumptions made by management and is consistent with the accounting policies adopted by AI-REIT Group and the recognition and measurement principles of Singapore Financial Reporting Standards ("SFRSs").

The SFRSs set out the recognition, measurement, presentation and disclosure requirements dealing with transactions and events in the preparation of a full set of financial statements. As the Statements of Prospects does not present and disclose all of the explanatory information as those included in a full set of financial statements, we do not report on the compliance of the Statements of Prospects with respect to the presentation and disclosure requirements of SFRSs.

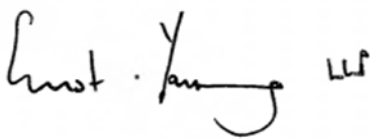
Conclusion

Based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that the assumptions do not provide a reasonable basis for the Statements of Prospects. Further, in our opinion, in all material respects, the Statements of Prospects, so far as the accounting policies and calculations are concerned, has been properly prepared based on the Assumptions made by the Manager, and is consistent with the accounting policies adopted by AI-REIT Group and the recognition and measurement principles of SFRSs.

Actual results are likely to be different from the Statements of Prospects since anticipated events frequently do not occur as expected and the variation could be material.

Restriction on Distribution and Use

This letter is not to be used for any other purpose and shall not be distributed to any other parties, save that AI-REIT Group may append this letter to the Circular which it will issue to its shareholders in connection with the Offer made by the Offeror for AI-REIT Group.



Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

Partner-in-charge: Nelson Chen

Asian Corporate Advisors
Licensed by MAS & Authorised Continuing Sponsor

27 January 2026

The Board of Directors

Alpha Integrated REIT Management Pte. Ltd.
(in its capacity as manager (the "**Manager**") of Alpha Integrated Real Estate Investment Trust)
105 Cecil Street
#10-01, The Octagon
Singapore 069534

HSBC Institutional Trust Services (Singapore) Limited (as trustee of AI-REIT)

(in its capacity as trustee (the "**Trustee**") of Alpha Integrated Real Estate Investment Trust)
10 Marina Boulevard
#48-01 Marina Bay Financial Centre Tower 2
Singapore 018983

Dear Sirs

MANDATORY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED (THE "FINANCIAL ADVISER" OR "UOB") FOR AND ON BEHALF OF MINDARIE INVESTMENT PTE. LTD. (THE "OFFEROR"), TO ACQUIRE ALL THE ISSUED AND OUTSTANDING UNITS IN ALPHA INTEGRATED REAL ESTATE INVESTMENT TRUST ("AI-REIT") OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT (THE "OFFER")

*Unless otherwise defined or where the context otherwise requires, all terms used herein shall have the same meanings as defined in the circular dated 27 January 2026 (the "**Circular**") issued by the Manager which encloses this letter in Appendix X.*

This letter is prepared for inclusion in the Circular dated 27 January 2026 issued by the Manager in relation to the Offer.

We note from the Appendix VIII of the Circular, that "On 22 October 2025, the Prior Manager released on SGXNet an unaudited financial update for the nine months ended 30 September 2025 accompanied by a press release and a results presentation (collectively referred to as the "**9M 2025 Unaudited Update**"). The 9M 2025 Unaudited Update included the following statements set out in the table below which may be deemed as profit forecasts under Rule 25 of the Code (the "**Statements of Prospects**"):

<i>Date of release on the SGXNet</i>	<i>Source</i>	<i>Relevant Extracts</i>
22 October 2025	Interim Financial Information For the financial period from 1 January 2025 to 30 September 2025	"With the stellar year-to-date (9M 2025) results performance of achieving 30.3% y-o-y growth in income available for distribution per unit, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025, barring unforeseen circumstances."

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APPENDIX X - LETTER FROM THE IFA IN RELATION TO THE STATEMENTS OF PROSPECTS

22 October 2025	3Q2025 Results Presentation	"Barring unforeseen circumstances, the REIT is expected to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025."
22 October 2025	3Q2025 Results Presentation	"Favourable Outlook - The REIT is expected to deliver a double-digit percentage increase in income available for DPU for FY 2025, barring unforeseen circumstances"
22 October 2025	3Q2025 Results Presentation	"With the strong year-to-date results achievements, the Manager is confident that the REIT is on track to surpass FY 2024's gross revenue and net property income, barring unforeseen circumstances"
22 October 2025	3Q2025 Press Release	"Well-positioned to deliver a double-digit percentage increase in income available for distribution per unit for FY 2025"
22 October 2025	3Q2025 Press Release	"Barring unforeseen circumstances, we expect the REIT to deliver a double-digit percentage growth in income available for distribution per unit for FY 2025."

The Directors have not issued a profit forecast for the Group for the financial year ending 31 December 2025 ("FY2025") in connection with the Offer. Accordingly, the above statements as tabulated (the "**Statements of Prospects**") should not be regarded as a forecast of the AI-REIT Group for FY2025.

The Manager stated that "Notwithstanding the foregoing, based on the information currently available to it as at the Last Practicable Date, the Manager is of the opinion that the Statements of Prospects remain reasonable and not misleading in the context in which they were made. In forming this view, the Manager has reviewed publicly available information, the unaudited preliminary full year FY2025 management accounts ("**Unaudited FY2025 Management Accounts**") and operational information of AI-REIT available since it assumed management, and has considered whether there have been any material developments or changes in circumstances that would render the Statements of Prospects invalid or no longer reasonable." It further states that "The Manager is not aware of any material matters that would cause the Statements of Prospects, when viewed as a whole, to be no longer reasonable as at the Latest Practicable Date". The statements made by the Manager and highlighted in this paragraph shall be collectively termed the "**Current Manager's Statements**".

ACA did not prepare or assist in the preparation of or review of the unaudited financial update for the nine months ended 30 September 2025, which was accompanied by a press release and a results presentation (collectively termed the "**9M 2025 Unaudited Update**") nor were we involved in any discussions or deliberations that led to the 9M 2025 Unaudited Update.

We have assumed for the purposes of this Letter that the audited financial statements as presented in the annual report of the Company for the financial year ended 31 December 2024 (“FY2024”) have been drawn up so as to give a true and fair view of the state of affairs of AI-REIT and the AI-REIT Group as at 31 December 2024 and the results of the business, changes in unitholders’ funds and consolidated statements of cashflows of the AI-REIT Group for the financial year then ended. The audited financial statements for FY2024 and the 9M 2025 Unaudited Update are not prepared or finalised in connection with or for the purposes or in contemplation of the Offer.

We have discussed the key bases and assumptions underlying the Current Manager’s Statements with Directors and Management of the Manager (the “**Management**”) as reproduced in Appendix VIII of the Circular, *inter alia*, the bases and assumptions therein. We have noted and considered the letter addressed to the Directors by the auditors of AI-REIT and the AI-REIT Group (the “**Auditors**”) in relation to its review of the Statements of Prospects, in Appendix IX of the Circular.

We have relied on the accuracy and completeness of all financial and other information discussed with us and assumed such accuracy and completeness for the purposes of providing this letter. We have not independently verified the information both written and verbal and accordingly cannot and do not make any representation or warranty, expressly or impliedly, in respect of, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information. We have not undertaken any independent evaluation or appraisal of any of the assets or liabilities of the Company or the Group. Save as provided in this letter, we do not express any other opinion on the Current Manager’s Statements.

The Directors have confirmed to ACA the accuracy, truthfulness and completeness of all written (correspondence and emails) and verbal information provided and that all material information including but not limited to the accounting standards and policies, bases and assumptions for the Current Manager’s Statements or the Statements of Prospects or the plans or prospects or proposals available to or known by them and the Management in connection with the Current Manager’s Statements or the Statements of Prospects has been disclosed to ACA and included in the Appendix VIII of the Circular, that such information, statements, views, comments and analysis (as may be applicable) is stated in accordance to accepted accounting standards and policies and that, *inter alia*, all judgments and estimates are made after due and careful analysis, queries and reviews and are fair, true and accurate in all material aspects and that there is no other information or fact, which could have a material impact on the Current Manager’s Statements or the Statements of Prospects, or the omission of which would result in the Current Manager’s Statements or the Statements of Prospects being untrue, inaccurate or incomplete in any material aspect or misleading. Accordingly, no representation or warranty, expressed or implied, is made and no responsibility is accepted by ACA concerning the truth, accuracy, completeness, adequacy or sufficiency of any bases or assumptions used for the Current Manager’s Statements, or any such information or facts as disclosed in the 9M 2025 Unaudited Update.

Based on the above discussions with Directors and Management and having considered the letter from the Auditors as reproduced in Appendix IX of the Circular, subject to the contents of this letter, Appendix VIII of the Circular and on the bases of the procedures and reviews performed by the Directors for the Current Manager’s Statements, we are of the view that that the Current Manager’s Statements (for which the Directors are solely responsible) had been issued by the Directors after due and careful enquiry.

Save as provided in this letter, we do not express any other views on the 9M 2025 Unaudited Update or the Statements of Prospects or the Current Manager’s Statements or Appendix VIII to the Circular.

APPENDIX X - LETTER FROM THE IFA IN RELATION TO THE STATEMENTS OF PROSPECTS

This letter is addressed to the Directors for the sole purpose of complying with Rule 25 of The Singapore Code on Take-overs and Mergers, and we do not accept any responsibility to any other person (other than the Directors) in respect of, arising from or in connection with this letter.

Yours faithfully,
For and on behalf of
ASIAN CORPORATE ADVISORS PTE. LTD.

(signed)

Mr Liao H.K.
Managing Director

(signed)

Ms Foo Quee Yin
Managing Director