

SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 29 October 2010 under the laws of the Republic of Singapore)

RECEIPT OF FRESH REQUISITION NOTICE AND WITHDRAWAL OF PREVIOUS REQUISITION NOTICE

Sabana Real Estate Investment Management Pte. Ltd., as manager of Sabana Industrial Real Estate Investment Trust ("**Sabana Industrial REIT**", and the manager of Sabana Industrial REIT, the "**Manager**"), refers to:

- (a) its announcement dated 17 January 2025 (the "17 Jan Announcement") in relation to the letter that it has received from several unitholders of Sabana Industrial REIT ("Requisitioning Unitholders") (having an aggregate unitholding in Sabana Industrial REIT of more than 10%), requesting the Manager to convene an extraordinary general meeting of Sabana Industrial REIT ("EGM") to consider certain resolutions, details of which are set out in the copy of the 17 Jan Announcement (the "Jan Requisition Notice"); and
- (b) its announcement dated 6 February 2025 in relation to its intention to convene an EGM pursuant to the Jan Requisition Notice for the purposes of considering the resolutions proposed in the Jan Requisition Notice.

The Manager had, following the receipt of the Jan Requisition Notice, been requesting the Requisitioning Unitholders to consider postponing the requisitioned EGM to be held together with the Annual General Meeting of Sabana Industrial REIT ("**AGM**").

The Manager wishes to update Unitholders that it has on 26 February 2025 received a letter from the same Requisitioning Unitholders (having an aggregate unitholding in Sabana Industrial REIT of 20.7%), other than two of the Requisitioning Unitholders who collectively hold less than 1.2% (the "Feb Requisition Notice") requesting to withdraw the Jan Requisition Notice and requesting the Manager to "... either: (a) in the interests of reducing costs for Sabana [Industrial] REIT, table the [resolutions set out in the Feb Requisition Notice] for voting at the upcoming [AGM] to be held by April 2025; or (b) alternatively, convene an [EGM] for the purposes of considering and if deemed fit, passing with or without any modifications, the [resolutions set out in the Feb Requisition Notice] ...".

The Manager notes that the resolutions in the Feb Requisition Notice (the "**Requisitioned Resolutions**"), details of which are set out in the copy of the Feb Requisition Notice annexed to this Announcement, are the same resolutions as those set out in the Jan Requisition Notice. The Feb Requisition Notice was deposited at the registered office of the Manager on 26 February 2025.

The Manager has verified the unitholding of the Unitholders who have signed the Feb Requisition Notice.



In the circumstances, as the Jan Requisition Notice has been withdrawn by the Feb Requisition Notice, the Manager will no longer be convening an extraordinary general meeting ("**EGM**") pursuant to the Jan Requisition Notice.

Instead, the Manager wishes to inform Unitholders that it intends to convene an EGM pursuant to the Feb Requisition Notice (the "**Requisitioned EGM**") for the purposes of considering the Requisitioned Resolutions.

The Requisitioned EGM will be held on the same day as the AGM, following the conclusion of the AGM. Details of the Requisitioned EGM will be set out separately in the notice of EGM to be issued by the Manager in due course.

The notice of Requisitioned EGM (which will set out, among others, the date, time and venue of the Requisitioned EGM) as well as the Circular containing material information relating to the Requisitioned Resolutions will be issued to Unitholders in due course in accordance with the relevant notice period required under the Trust Deed.

Cautionary Statement

The Manager will make further announcements on the SGXNet in the event there are any material developments which warrant disclosure, in compliance with its obligations under the Listing Manual. Unitholders and investors are advised to refrain from taking any action in respect of their units in Sabana Industrial REIT ("**Units**") which may be prejudicial to their interests, and to exercise caution when dealing in the Units. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By Order of the Board
Sabana Real Estate Investment Management Pte. Ltd.
(Company Registration No: 201005493K, Capital Markets Services Licence No: CMS100169)
As Manager of Sabana Industrial Real Estate Investment Trust

Han Yong Lee (Donald) Chief Executive Officer 27 February 2025

For enquiries, please contact:

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Email: hooihoon.low@sabana.com.sg

Sabana Industrial REIT

Sabana Industrial REIT was listed on the SGX-ST on 26 November 2010. As at 31 December 2024, Sabana Industrial REIT has a diversified portfolio of 18 quality properties in Singapore, in the high-tech industrial, warehouse and logistics, chemical warehouse and logistics, as well as general industrial sectors. The total assets of the Group amount to more than S\$1.0 billion as at 31 December 2024. Sabana Industrial REIT is a constituent of the SGX S-REIT Index and MSCI Singapore Micro Cap Index.

Sabana Industrial REIT is managed by Sabana Real Estate Investment Management Pte. Ltd. (in its capacity as the Manager of Sabana Industrial REIT) in accordance with the terms of the trust deed dated 29 October 2010 (as amended, varied or supplemented from time to time). Sabana Industrial REIT is a real estate investment trust constituted on 29 October 2010 under the laws of Singapore.

For further information on Sabana Industrial REIT, please visit www.sabana-reit.com.

Important Notice

The value of the Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, HSBC Institutional Trust Services (Singapore) Limited, as trustee of Sabana Industrial REIT, or any of their respective affiliates.

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



APPENDIX

Date: 26 February 2025

By Hand and Email

To: The Board of Directors

Sabana Real Estate Investment Management Pte. Ltd.

151 Lorong Chuan #02-03, New Tech Park Singapore 556741

HSBC Institutional Trust Services (Singapore) Limited
(in its capacity as trustee of Sabana Industrial Real Estate Investment Trust)
10 Marina Boulevard
#48-01, Marina Bay Financial Centre
Singapore 018983

Dear Sirs

REQUISITION NOTICE ("REQUISITION NOTICE") TO CONVENE EXTRAORDINARY GENERAL MEETING OF SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST ("SABANA REIT") PURSUANT TO THE TRUST DEED CONSTITUTING SABANA REIT (THE "TRUST DEED")

I am a long-term unitholder of Sabana REIT and am deeply concerned with the current state of affairs of Sabana REIT.

With the support of the other unitholders, I wish to withdraw the previous requisition notice submitted by me dated 14 January 2025 and pursuant to paragraph 2 of Schedule 1 of the Trust Deed, hereby request that you either: (a) in the interests of reducing costs for Sabana REIT, table the following ordinary resolutions ("Resolutions") for voting at the upcoming annual general meeting of Sabana REIT to be held by April 2025; or (b) alternatively, convene an extraordinary general meeting of Sabana REIT ("EGM") for the purposes of considering and if deemed fit, passing with or without any modifications, the Resolutions:

Ordinary Resolution 1

That HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Sabana Industrial REIT) (the "<u>Trustee</u>") and the manager of Sabana REIT (the "<u>Manager</u>") be directed to commence and undertake a price discovery process (the "<u>Price Discovery Process</u>") with a view to achieving a possible sale ("<u>Sale</u>") of all or majority of the assets of Sabana REIT (the "<u>Sabana Assets</u>").

Ordinary Resolution 2

That an internationally reputable firm of property consultants with a track record of selling Singapore industrial properties (the "IPC") be appointed by the Trustee and/or the Manager to undertake the Price Discovery Process on the following terms:

- (a) the fees of the IPC shall be based on market rates and shall be paid to the IPC on a success basis upon the completion of a Sale approved by the Unitholders; and
- (b) any reimbursable out-of-pocket expenses incurred by the IPC in connection with the Price Discovery Process shall be capped at S\$8,000.

Ordinary Resolution 3

That the Trustee and/or the Manager be directed to complete the Price Discovery Process within a period of three (3) months from the passing of these resolutions, which may be extended by one (1) month if so required by the Trustee or the Manager, and to provide an update to the unitholders of Sabana REIT ("<u>Unitholders</u>") on the outcome of the Price Discovery Process (including any proposed price and terms and conditions of a Sale).

The Unitholders in support of this Requisition Notice hold in aggregate approximately 20.7% of the total issued units of Sabana REIT ("Units") as at the date of this Requisition Notice.

The above resolutions are being proposed in the interests of Sabana REIT and the Unitholders. Details of the rationale for the above resolutions can be found in the Schedule to this letter.

Yours faithfully

Name of Unitholder: Chan Wai Kheong Number of Sabana REIT Units Held: We agree with and hereby provide our support for the Requisition Notice submitted by Mr. Chan Wai Kheong

Name:

Designation:

For and on behalf of
Name of Unitholder:
Number of Sabana REIT Units Held:

We agree with and hereby provide our support for the Requisition Notice submitted by Mr. Chan Wai Kheong

Name:	
Designation:	•
For and on behalf of	
Name of Unitholder:	
Number of Sabana REIT Units Held:	

We agree with and hereby provide our support for the Requisition Notice submitted by Mr. Chan Wai Kheong

<u> </u>	
Name:	
Designation:	
For and on behalf of	
Name of Unitholder:	
Number of Sabana REIT Units Held:	:

Kheong		
-		
Name: Designation:		
For and on behalf of		
Name of Unitholder:		
Number of Sabana REIT Units Held:		

We agree with and hereby provide our support for the Requisition Notice submitted by Mr. Chan Wai

SCHEDULE RATIONALE FOR THE REQUISITION

The rationale for putting forward the resolutions in the Requisition Notice dated 26 February 2025 is as follows:

Significant costs have been and continue to be incurred by Sabana REIT in connection with the Internalisation

On or around 7 June 2023, Quarz Capital ASIA (Singapore) Pte. Ltd. submitted a requisition notice (the "7 June Notice") to Sabana Real Estate Investment Management Pte. Ltd. (in its capacity as manager of Sabana REIT) ("SREIM") seeking to requisition an EGM to pass resolutions (the "7 June Resolutions") to remove SREIM as manager of Sabana REIT, and direct the trustee of Sabana REIT (the "Trustee") to effect the internalisation of the REIT management function of Sabana REIT (the "Internalisation"). On 8 August 2023, the 7 June Resolutions were passed by the Unitholders.

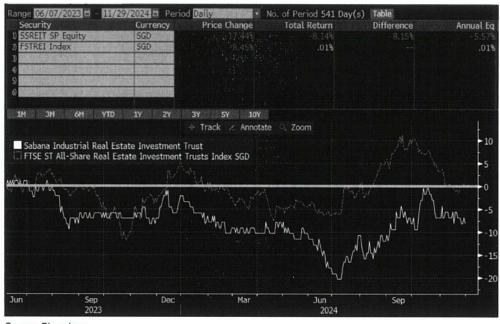
As stated in the 7 June Notice, the key rationale for proposing the Internalisation was an increase in distributions per Unit ("<u>DPU</u>") and Unit price, that was expected from the cost savings and alignment of interests that would result from the Internalisation. However, subsequent statements on 19 July 2023 and 5 April 2024 later clarified that the quantum of cost savings cited as arising from the removal of SREIM as manager was in fact not correct.

As stated in the 3Q2024 Interim Business Update released by SREIM on 18 October 2024, SREIM and the Trustee have incurred cumulative expenses of S\$10.19 million up to 30 September 2024 in connection with the Internalisation. Given the costs incurred and to be incurred in connection with the Internalisation, approximately 10% of distributable income for 1H2024 was retained for prudent capital management and further retention may be required for subsequent periods, which will result in a reduction in DPU. In the meantime, the Units continue to trade at an approximately 31.1% discount to net asset value ("NAV") as at 29 November 2024 with poor trading liquidity.

2. Sabana REIT's Unit price and DPU have performed poorly relative to FTSE ST All-Share REIT Index since the Internalisation was proposed

In the period from the 7 June Notice up to 29 November 2024 (the "Relevant Period"), Sabana REIT's Unit price has fallen by 17.4% with a total return of -8.1%, and has performed worse when compared to the overall performance of the FTSE ST All-Share REIT Index, which registered a fall in unit price of 8.5% and a total return of +0.1% over the Relevant Period.

During the Relevant Period, Sabana REIT's trailing 12-month DPU had also fallen approximately 18.9% from 3.07 cents as at 30 June 2023 to 2.49 cents as at 30 June 2024, which can be primarily attributed to the costs of the Internalisation incurred up to 30 June 2024.



Source: Bloomberg

3. Poor trading liquidity of Sabana REIT means unitholders are unable to realise their investments in Sabana REIT without impact on its unit price

Year to date 2024, Sabana REIT traded a total of approximately 58.3 million units at a volume weighted average price of S\$0.3584 per unit which equates to approximately S\$20.9 million. This equates to an average daily trading volume of approximately 365,400 units or approximately S\$130,900.

Based on data available on Bloomberg, Sabana REIT has the smallest market capitalisation amongst the industrial S-REITs and is consequently the lowest traded industrial S-REIT by average daily volume and value.

Table 1: Industrial S-REITs ranked by their 3-month average daily value from highest to lowest

Name	Market Average Cap:202411 Volume:202			lvg D Vall Traded 3M:M-3	Avg D Val Traded 6M:M-6
			(Ent	er Filter>	
Investable Universe (11)	3.99B	8.68M	1	13.64M	12.29M
CAPITALAND ASCENDAS REIT	11.52B	12.76M		35.35M	33.07M
MAPLETREE LOGISTICS TRUST	6.47B	23.42M	日	31.76M	29.18M
FRASERS LOGISTICS & COMMERCI	3.42B	13.65M	H	21.85M	16.29M
MAPLETREE INDUSTRIAL TRUST	6.60B	6.03M	1	14.18M	14.60M
ESR-REIT	2.08B	11.60M		4.02M	3.32M
AIMS APAC REIT	1.03B	964.17k		1.34M	1.27M
DAIWA HOUSE LOGISTICS TRUST	411.79M	651.97k		411.04k	415.84k
SABANA INDUSTRIAL REAL ESTAT	399.39M	365.37k		235.93k	155.04k

Source: Bloomberg

Compared with the bigger group of all S-REITs, Sabana REIT also ranks amongst the top 15 lowest traded S-REIT by average daily volume and value.

Table 2: Top 15 lowest traded S-REITs ranked by their 3-month average daily value from lowest to highest

Name	Market Cap:202411	Average Volume:202	Avg D Val† Traded 3M:M-3	Avg D Val Traded 6M:M-6
2018年1月2日 1月2日 1月2日 1月2日			(Enter Filter)	
Investable Universe (44)	2.28B	4.72M	6.96M	6.10M
IREIT GLOBAL EUR	266.05M	14.75k	77.34	74.82
BHG RETAIL REIT	233.82M	9.91k	1.57k	2.60k
DASIN RETAIL TRUST	26.55M	78.70k	3.06k	2.34k
LIPPO MALLS INDONESIA RET	138.54M	2.25M	47.55k	48.05k
ELITE UK REIT	176.13M	166.26k	53.34k	52.20k
CROMWELL REIT SGD	1.29B	48.58k	68.25k	91.49k
ACROPHYTE HOSPITALITY TR	107.90M	820.02k	81.67k	371.31k
IREIT GLOBAL	376.55M	379.67k	129.29k	136.92k
UNITED HAMPSHIRE US REIT	262.55M	319.79k	129.90k	115.61k
SABANA INDUSTRIAL REAL ES	399.39M	365.37k	235.93k	155.04k
FIRST REAL ESTATE INVT TR	534.08M	1.22M	351.65k	325.30k
FRASERS HOSPITALITY TRUST	808.95M	596.93k	389.81k	325.71k
DAIWA HOUSE LOGISTICS TR	411.79M	651.97k	411.04k	415.84k
KEPPEL PACIFIC OAK US REIT	229.78M	4.35M	431.93k	617.65k
FAR EAST HOSPITALITY TRUST	1.24B	1.23M	569.59k	669.22k

Source: Bloomberg

One of the key proposition of investing in REITs is to allow a wider range of investors to invest in a pool of physical real estate assets. Unitholders can easily buy and sell the REIT units in smaller dollar amounts with higher liquidity as compared to investing directly in physical real estate assets with a much higher investment quantum and a less liquid market.

However, given Sabana REIT's poor trading liquidity, unitholders of Sabana may not be able to realise their investments by selling their units easily without significant impact to the unit price of Sabana REIT.

Potential increase in future refinancing costs for Sabana REIT following the Bond Issuance

On 25 June 2024, the Trustee issued S\$100.0 million in aggregate principal amount of 4.15% sustainability-linked guaranteed bonds due 2029 (the "Bonds" and such issuance, the "Bond Issuance"), the net proceeds of which are to be used for the refinancing of existing term loans and capital expenditures. As part of the Bond Issuance, a guarantee was provided by Credit Guarantee and Investment Facility ("CGIF"), a trust fund of the Asian Development Bank (the "CGIF Guarantee") to guarantee the payment obligations of the Trustee.

Based on market intelligence, the costs incurred by Sabana REIT to procure the CGIF Guarantee are likely to be in the region of approximately 1.0% per annum¹ and assuming this is the case, the aggregate costs incurred in respect of the Bonds are likely to be in the region of approximately 5.15% per annum.

Based on publicly available information and announcements released on SGXNET in 2023 and YTD 2024, it is noted that guarantees from external parties are typically not required for bond issuances by S-REITs, particularly those holding assets located in Singapore. The table below shows that out of all the bond and perpetual securities issuances by S-REITs in 2023 and YTD 2024, only Sabana REIT had an external bank, namely CGIF, as guarantor.



Source: Bloomberg

There is concern that the Bond Issuance has set a precedent whereby any future refinancing exercises by Sabana REIT would similarly require an external guarantee from CGIF or another similar AA-rated institution, which would significantly increase the costs of refinancing going forward.

Potential higher-for-longer interest rate environment results in higher refinancing costs and higher capitalisation rates for valuation which will further reduce DPU and NAV

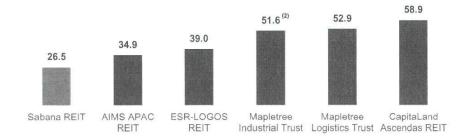
Since the conclusion of the 2024 United States elections, the expected inflationary economic policies of the incoming Trump administration have increased uncertainties around the level and pace of interest rate cuts, increasing the likelihood of a higher-for-longer interest rate environment which may increase interest costs and negatively impact Sabana REIT's refinancing costs and as a result, reduce DPU.

A higher interest rate environment may also result in higher capitalisation rates used by property valuers for asset valuations, which will further negatively impact Sabana REIT's NAV for the following reasons:

(a) With Sabana REIT having one of the shortest land lease tenures amongst all industrial S-REITs, its NAV is expected to suffer from land lease decay as the lease gets shorter.

While the Trustee and the Manager have not publicly disclosed the costs incurred in procuring the CGIF Guarantee, we have estimated the likely cost to be in the region of approximately 1.0% per annum based on market intelligence on the cost of procuring similar guarantees from CGIF.

Land Lease WALE by GFA Comparison amongst Industrial S-REITs⁽¹⁾



Notes:

- (1) Based on the respective REITs' latest annual reports and updated to 29 November 2024.
- (2) The land lease weighted average lease expiry ("WALE") for Mapletree Industrial Trust is based on net lettable area due to availability of information.
- (b) Higher capitalisation rates will also compound the reduction in asset valuation due to land lease decay, thereby accelerating the reduction in Sabana REIT's asset valuation and therefore, its NAV.

Price Discovery Process would allow the true intrinsic value of the Sabana Assets to be uncovered

Based on estimates published by Knight Frank and other publicly available information, the Singapore industrial market registered an aggregate asset sale value of S\$2.5 billion² in 2023 and an estimated S\$3.3 billion² as at 3Q2024. This indicates that there is an active and liquid market for quality Singapore industrial assets. Based on publicly available information, depending on asset quality and the land lease tenure remaining, such assets tend to be sold at or near book value.

A Price Discovery Process undertaken by an IPC with a track record of selling Singapore industrial assets would provide Unitholders with an objective view of the true intrinsic value of the Sabana Assets. Unitholders equipped with such reliable information will then be able to properly consider whether an exit option to <u>all</u> Unitholders at the best possible price is viable.

Accordingly, it is proposed that the Trustee and the Manager appoint an IPC to conduct a Price Discovery Process, based on the following terms:

- (a) the Price Discovery Process will be completed within a period of three (3) months, which may be extended by one (1) month if so required by the Trustee or the Manager;
- (b) the fees of the IPC will be based on market rates and paid on a success basis upon the completion of a Sale approved by the Unitholders, with any reimbursable out-of-pocket

Based on Knight Frank Singapore Research Investment Report Q42023 and Q32024, which included private investment sales, comprising terrace factories and industrial strata sales exceeding S\$10.0 million.

- expenses incurred by the IPC in connection with the Price Discovery Process to be capped at S\$8,000; and
- (c) following the completion of the Price Discovery Process, the Trustee and/or the Manager will provide an update to Unitholders on the outcome of the Price Discovery Process (including any proposed price and terms and conditions of a Sale).

7. Conclusion

Certain Unitholders may have voted for the Internalisation back in August 2023 on the basis of the potential cost savings arising from an Internalisation exercise, when the quantum of cost savings initially cited was in fact not correct. In the Relevant Period, Sabana REIT's Unit price has fallen by 17.4% with a total return of -8.1%, and has performed worse when compared to the overall performance of the FTSE ST All-Share REIT Index. In addition, Sabana REIT suffers from poor trading liquidity which affects the ability for unitholders to realise their investments without negatively affecting the unit price.

At the same time, Sabana REIT's refinancing costs are likely to remain high if guarantees from CGIF or another similar AA-rated institution will continue to be required for any future bond issuances. The expected inflationary policies of the incoming Trump administration are also likely to keep interest rates high, which would negatively impact Sabana REIT's refinancing costs and thereby result in lower DPU. A higher interest rate environment may also likely to result in higher capitalisation rates for valuation, which further compounds the negative land lease decay impact on Sabana REIT's assets valuation as it has one of the shortest land leases remaining among all of the industrial S-REITs.

Nevertheless, it is noted that over the Relevant Period, Sabana REIT's NAV per Unit remained consistent between S\$0.52 and S\$0.53. In view of the above, this is an appropriate time to explore a trade sale of all or majority of the Sabana Assets as a viable option to realise the underlying asset value of Sabana REIT.

A Price Discovery Process managed by an IPC with a track record of selling Singapore industrial assets will allow Unitholders to ascertain the intrinsic value of the Sabana Assets in a liquid Singapore industrial asset sale market. With information that is reliable, Unitholders will have an opportunity to make an objective, fair and informed decision on whether a sale of the Sabana Assets would be the appropriate exit option to realise their investments in Sabana REIT at the best possible price, given the uncertainties and negative DPU and NAV impact brought about by the Internalisation and the expected inflationary economic climate.