GREATER SCALE AND INCREASED PRESENCE





Proposed Merger with ARA LOGOS Logistics Trust ("the Merger")
October 2021

Important Notice

This presentation shall be read in conjunction with ESR-REIT's results announcements for the half year ended 30 June 2021.

Important Notice

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This presentation should be read in conjunction with the joint announcement released by ARA LOGOS Logistics Trust and ESR-REIT on 15 Oct 2021 (in relation to the proposed merger of ESR-REIT and ARA LOGOS Logistics Trust) (the "Joint Announcement") as well as the announcement released by ESR-REIT on 15 Oct 2021 (in relation to the proposed merger of ESR-REIT and ARA LOGOS Logistics Trust) (together with the Joint Announcement, the "Announcements"). A copy of each of the Announcements is available on http://www.sgx.com.

The presentation is qualified in its entirety by, and should be read in conjunction with, the full text of the Announcements. In the event of any inconsistency or conflict between the Announcements and the information contained in this presentation, the Announcements shall prevail. All capitalised terms not defined in this presentation shall have the meaning ascribed to them in the Announcements.

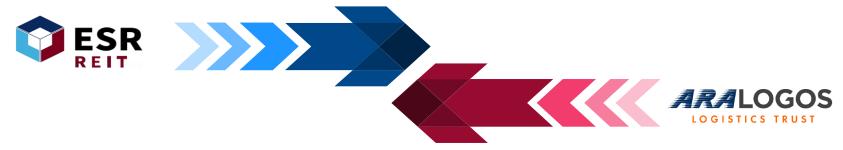


Transaction Overview



Proposed Merger by Way of a Trust Scheme

Proposed Merger of Two "Best-in-Class" Platforms:



Scheme Consideration of S\$1.4bn shall be satisfied by:

S\$0.95 per ALOG Unit



10% Cash Consideration

S\$0.095 in cash⁽¹⁾



90% Stock Consideration

1.6765 new ESR-REIT Units⁽²⁾ issued at S\$0.51

The Scheme Consideration is based on a gross exchange ratio of 1.863x(3)

By way of illustration, for every 1,000 ALOG Units, a cash consideration of S\$95 will be paid and consideration units of 1,676 new ESR-REIT Units will be issued

Permitted Distributions

Unitholders of ESR-REIT ("ESR-REIT Unitholders") and unitholders of ALOG ("ALOG Unitholders") shall be entitled to receive and retain any permitted distributions declared by the respective managers in respect of the period from 1 July 2021 up to the day immediately before the date on which the Scheme becomes effective

The Merger is conditional upon, inter alia, the completion of the indirect acquisition of ALOG Manager by ESR Cayman Limited in connection with the acquisition agreement dated 4 August 2021 between ESR Cayman Limited, ARA Asset Management Limited and certain sellers.



A Transformational Transaction



Creating a Leading New Economy and Future-Ready APAC S-REIT with Transformational Scale

Top 10
Overall S-REIT(3)

S\$5.4Bn⁽¹⁾

100% Total Assets In Developed Markets

ESR-LOGOS REIT

Sponsored by **ESR Group**

Largest APAC Real Asset
Manager Powered by
New Economy

c.66%

Exposure to Logistics and High-Specs Industrial ("New Economy")⁽²⁾ Improved Portfolio Metrics

94.5% Occupancy⁽⁵⁾

3.2 WALE⁽²⁾

37.9 Land Lease Expiry(6)



Increased Relevance, Competitive Cost of Capital & Enhanced Diversification

Leading New Economy
Developer/Sponsor

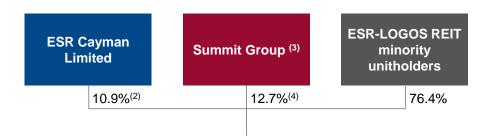
Accelerate Pivot into New Economy Enhanced Resilience



Structure Post-Merger

Post-Merger, ALOG will become a wholly-owned sub-trust of ESR-REIT and the ESR-LOGOS REIT will continue to be managed by the ESR-REIT Manager

ESR-LOGOS REIT Structure Post-Merger⁽¹⁾

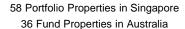


ESR-LOGOS REIT

87 Portfolio Properties in Singapore and Australia41 Fund Properties in Australia









ARALOGOS
LOGISTICS TRUST

29 Portfolio Properties in Singapore and Australia

5 Fund Properties in Australia

Management services

Management and other fees

ESR-REIT Manager

Merger will combine "Best-in-class" talent across ESR-REIT & ALOG platforms



Key Benefits of the Merger



Key Benefits of Merger





Focused on Sustainable In-Demand New Economy Properties To Benefit From The Largest Secular Growth Opportunity in APAC

Consumption

Increasing E-commerce Penetration
Supports Long-term Demand for
Modern Logistics in APAC

Production

Digitalisation of the Economy & Transformation of Global Supply Chain Manufacturing Will Drive Demand for Logistics & High-Specs Space

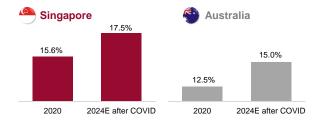
Delivery

Positive Sentiment & Growth for Logistics and High-Specs Space



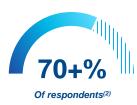
Rapidly urbanising population

E-commerce Penetration Rates⁽¹⁾ (% of total retail)

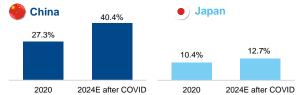




Paradigm change in global supply chain, recognizing the need to increase supply chain agility due to ongoing US-China trade tensions



Expect further growth demand from the Express Parcel Delivery, Third Party Logistics, Healthcare & Life Sciences and Construction & Material Sectors





Global MNCs are adopting and replacing Just-in-Time manufacturing with Just-in-Case manufacturing as the world lives with the pandemic



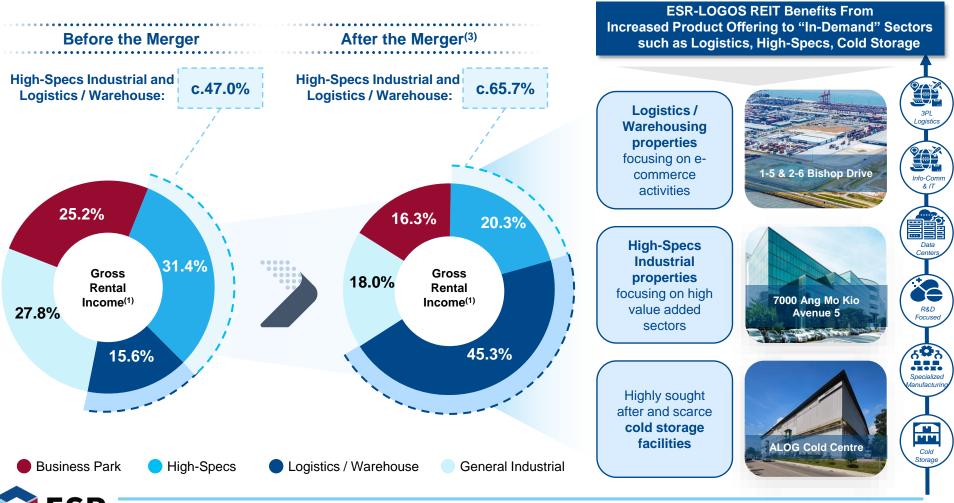
Growing demand from multiple sectors such as last mile, cold chain, logistics & parcel delivery

Sustainable demand for Logistics and High-Specs Industrial space



Focused on Sustainable In-Demand New Economy Properties Portfolio Underpinned by "In-Demand" Sectors

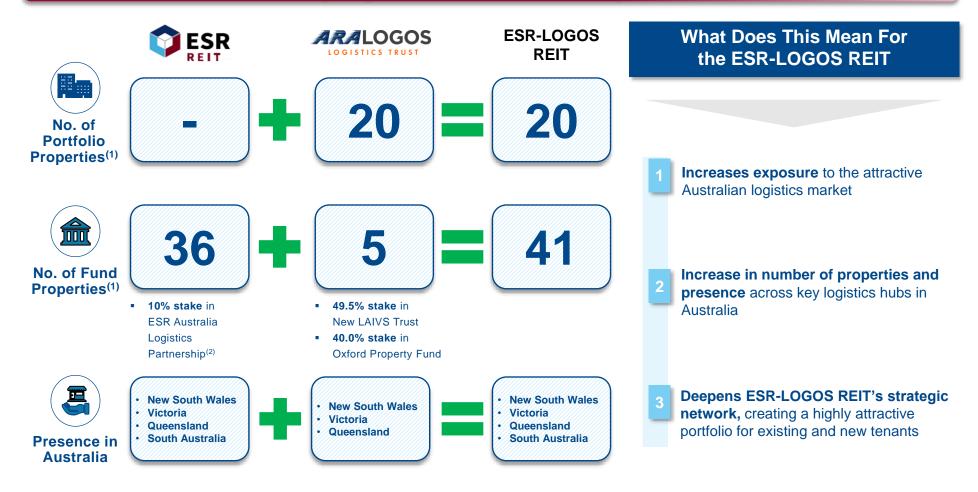
c.65.7%⁽¹⁾ of ESR-LOGOS Portfolio's exposure is underpinned by New Economy⁽²⁾ Real Estate





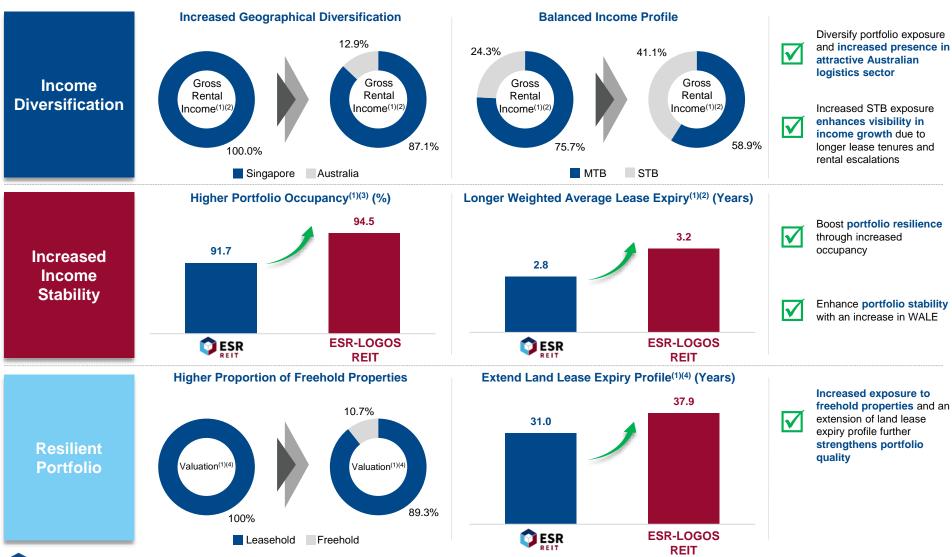
Focused on Sustainable In-Demand New Economy Properties Increased Strategic Presence In Australia's Attractive Logistics Market

Addition of 20 portfolio properties and stakes in 2 Australia logistics-focused funds will enhance the quality of the ESR-LOGOS REIT's presence in Australia





Size Increasingly Matters Lower Portfolio Risks with Increased Diversification





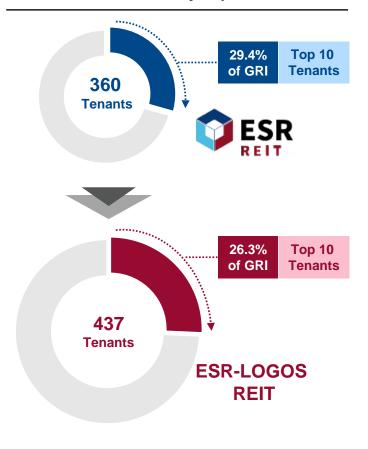
Size Increasingly Matters Improved Tenant Quality and Reduced Concentration Risk

No single tenant accounts for more than 4.6% of the ESR-LOGOS REIT's GRI

Top 10 ESR-LOGOS REIT Tenants by Rental Income⁽¹⁾

VA: **V**A: Listed(2) Investment Grade Rating(3) 4.6%(8) 4.3% 3.3% 2.7% 2.2% 2.1% 2.0% 1.8% 1.7% 1.6% Poh Tiong Choon Logistics United Engineers Developments AMS Sensors Singapore ACFS Port Logistics DHL Singapore Venture Corporation Limited Sharikat Logistics Meiban Investment Listed Company **New Tenants** Investment Grade ("IG") **Existing Tenants**

Reduced Contribution by Top 10 Tenants⁽¹⁾

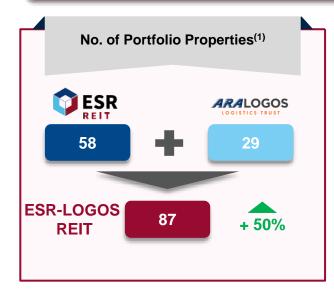


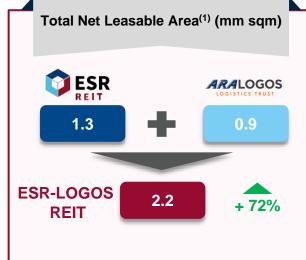


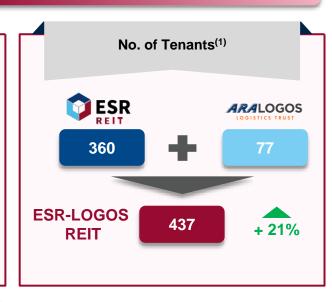
Size Increasingly Matters Opportunities for Operation

Opportunities for Operational Synergies & Portfolio Optimisation

Enhanced size and scale will bring about opportunities for operational synergies and portfolio optimisation potential







- Leveraging existing ESR-REIT and the ESR Group's marketing, leasing and asset management platform to extract economies of scale across operations
- Further potential cost savings for tenants arising from integration and optimisation of property management services arising from the close proximity of properties within each cluster
- Stronger bargaining power with service providers and tenants
- Divestment of non-core assets as part of portfolio reconstitution strategy



The ESR-LOGOS REIT will benefit from continued reduction in its cost of capital

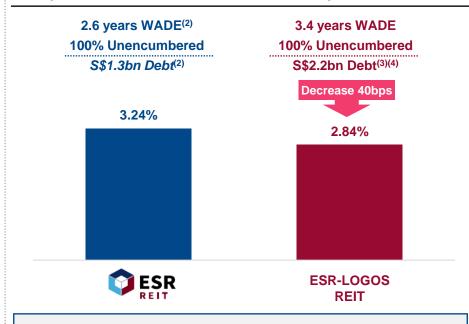
Larger Free-Float Market Capitalisation(1)





- ▲ Increased analyst coverage & trading liquidity
- ▲ Larger weightage in FTSE EPRA Nareit Global Developed Index
- ▲ Potential positive re-rating

Competitive Cost of Debt & Enhanced Capital Structure

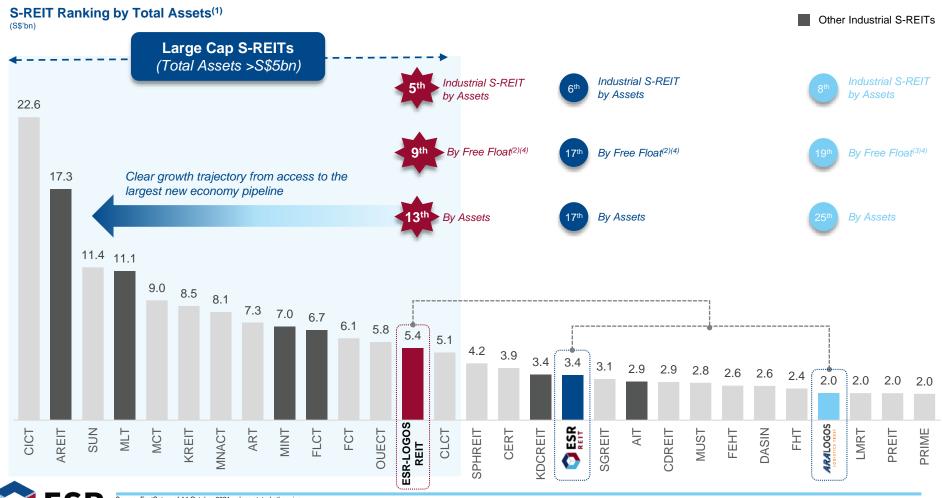


- ▲ Lower cost of debt
- ▲ Longer Weighted Average Debt Expiry ("WADE")
- ▲ Fully unencumbered portfolio
- ▲ Access to wider pools of capital



Transformational Scale and Sponsor's Network Creating a Future-Ready APAC S-REIT Sponsored by the ESR Group

Accelerates the transformation into a Future-Ready APAC S-REIT with a total asset size of S\$5.4⁽¹⁾ bn and backed by a developer Sponsor





Transformational Scale and Sponsor's Network Accessing the Sponsor's Global Tenant Network

The ESR-LOGOS REIT can leverage on the Sponsor's strong network and access their global tenant network

Sponsor's Strategic Symbiotic Relationship with New Economy Tenants



3PLs / Logistics **Operators**

"Go-to" Provider and Strategic Alliance With Major 3PLS and Reputable Logistics Service Providers



Developing Build-to-suit Modern Facilities for Leading Global E-Commerce Companies



Last Mile Delivery

E-Commerce and

Expanded Exposure to E-Commerce and Last Mile Delivery

Lease Profile by Industry

Lease Profile by Industry (ESR Group)



Top 10 Tenants (ESR Group)



Top 15 Tenants (LOGOS)



Key Tenants





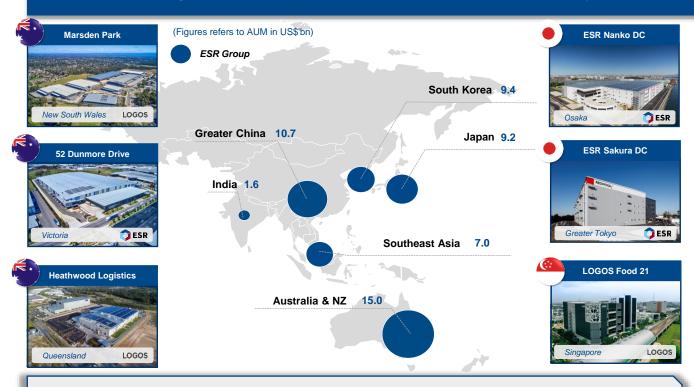


Transformational Scale and Sponsor's Network Leverage ESR Group's Financial Strength & Operating Platform to Grow

Leverage on ESR Group's operating platform, financial strength, footprint and network to accelerate growth trajectory

Initial c.US\$2bn of Visible & Executable Asia Pacific New Economy Pipeline Available from ESR Group to Supercharge ESR-LOGOS REIT's Growth as a Dominant Future-Ready APAC S-REIT

ESR-LOGOS REIT Continues to Leverage On ESR's Strengths



ESR-LOGOS REIT will have access to >US\$50bn of assets in an increasingly scarce environment for quality properties

- Owner-operator with logistics DNA
- Integrated business model across owner, developer, operator, asset & investment management
- Leverage presence and expertise in new markets to de-risk entry, plus access to tenant networks
 - Continued strong capital support and financial commitment, e.g. backstop preferential offering



ource: Company information.

Transformational Scale and Sponsor's Network The Largest New Economy Pipeline to Supercharge Growth

Leverage largest new economy pipeline to supercharge growth



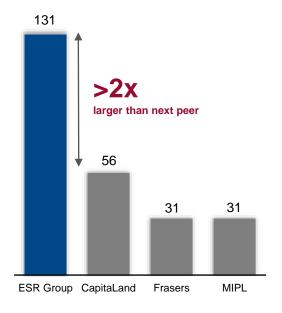
(US\$'bn) (US\$'bn)

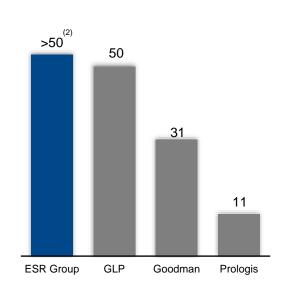


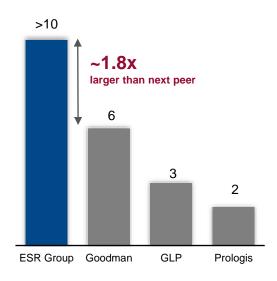


...with c.1.8x Development WIP⁽³⁾ Larger than **Closest Peer in APAC**

(US\$'bn)



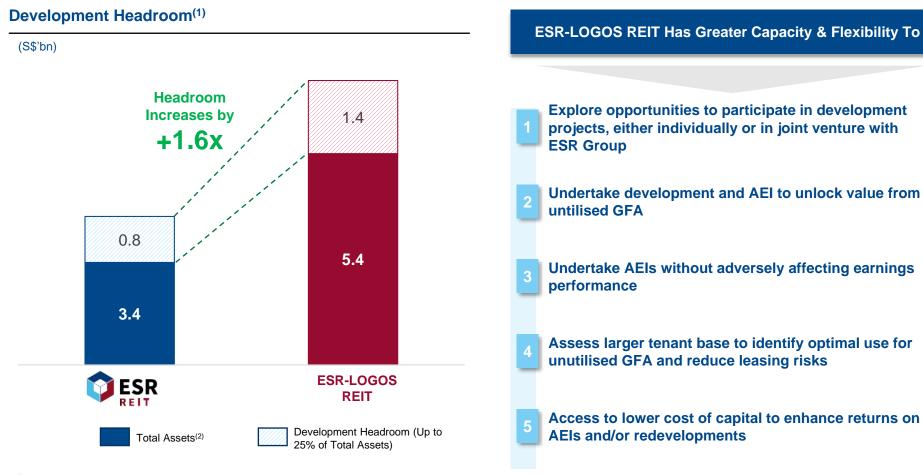






Transformational Scale and Sponsor's Network Provide Greater Access to Growth Opportunities

Larger scale enhances ability and flexibility to undertake new, larger developments and / or redevelopments to drive value accretive growth



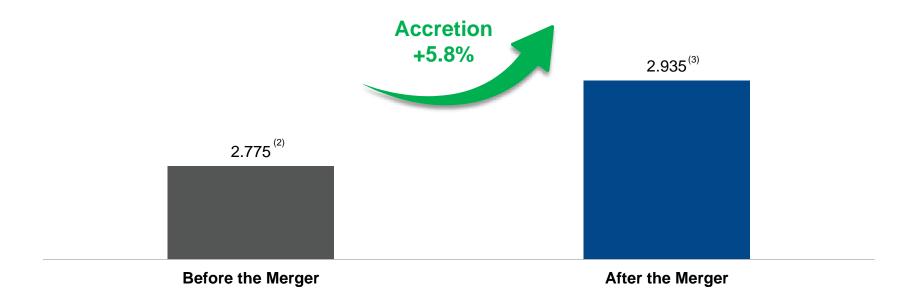


The Merger is expected to be DPU accretive to ESR-REIT Unitholders on a FY2020 pro forma basis

Distribution per Unit(1)

(Singapore Cents)

FOR ILLUSTRATIVE PURPOSES ONLY - NOT A FORWARD LOOKING PROJECTION





Enhanced ESG Offering Further Propel ESG Offerings with Reinforced Commitment

Green Initiatives and ESG Efforts





On-going Solar Harvesting Programme with 9 properties in Singapore installed with solar panels



Over 21,000 solar panels installed across rooftops of 3 warehouses, one of the largest combined rooftop solar generation facility in Singapore



Green Financing



Launched inaugural bespoke S\$80m green interest rate swap tagged to committed green targets



Community Support



Partnered with Kidzcare@KCC (Kembangan-Chai Chee Constituency) to provide a tuition centre and tutors for disadvantaged youths at ESR Bizpark @ Chai Chee



Disclosure & Commitments



Committed to achieve Green Mark certifications for all buildings that undergo AEI and provided enhanced ESG disclosures with first GRESB assessment



Committed directly controlled Singapore properties to net zero carbon by 2030 and provided enhanced ESG disclosures with first GRESB assessment



Governance





Strong board and management diversity including female representation across the board and senior management





Uphold high standards of corporate governance to ensure the REIT is aligned with best practices and is responsive to change

Building Certifications





Disclosure and Accolades







ALOG Manager awarded
"Singapore Corporate
Renewable Energy
Company of the Year"
by Frost & Sullivan



Approvals Required



Unitholder Approvals Required for ESR-REIT

Approvals Required

Requirements

Merger (Ordinary Resolution)

- More than 50% of the total number of votes cast⁽¹⁾
- ESR Cayman Limited, Summit Group, Mitsui and their respective associates are required to abstain from voting

Issuance of Consideration Units (Ordinary Resolution)

- More than 50% of the total number of votes cast⁽¹⁾
- ESR Cayman Limited, Summit Group, Mitsui and their respective associates are required to abstain from voting

The Merger is conditional upon, inter alia, the completion of the indirect acquisition of ALOG Manager by ESR Cayman Limited in connection with the acquisition agreement dated 4 August 2021 between ESR Cayman Limited, ARA Asset Management Limited and certain sellers.

The above two Ordinary Resolutions are Inter-conditional



Approvals Required for ALOG

Approvals Required

Requirements

Amendment of
Trust Deed
(To Incorporate Scheme
Provisions)
(Resolution 1)

- Special resolution i.e., ≥75% votes⁽¹⁾
- All unitholders can vote⁽²⁾

Scheme (Resolution 2)

- More than 50% in number, representing not less than 75% in value of unitholders⁽¹⁾
- ESR-REIT Manager and its concert parties, and common substantial unitholders of ESR-REIT and ALOG, as well as ALOG Manager will abstain from voting

Court Approval

 The scheme will require the order of court for (1) the convening of the scheme meeting and (2) the sanction/approval of the scheme (if approved at the scheme meeting) On 11 October 2021, Ivanhoe
Cambridge Asia Inc., which
as the date thereof owns
126,696,800 ALOG Units
(approximately 8.74% of the
ALOG Units) has signed an
irrevocable undertaking to
vote (or procure the voting of)
such units in favour of ALL
resolutions, to the extent
permitted under regulations⁽³⁾

The Merger is conditional upon, inter alia, the completion of the indirect acquisition of ALOG Manager by ESR Cayman Limited in connection with the acquisition agreement dated 4 August 2021 between ESR Cayman Limited, ARA Asset Management Limited and certain sellers.

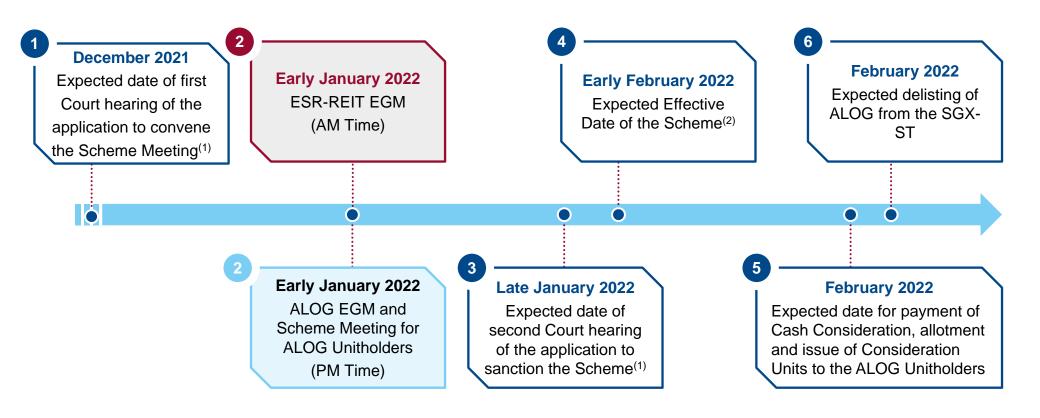
Resolution 1 is not conditional on Resolution 2 being passed, but Resolution 2 is contingent upon the approval of Resolution 1



Indicative Timeline



Expected Indicative Timeline



- The above timeline is indicative and subject to change. Please refer to future SGXNET announcement(s) by the ESR-REIT Manager and / or the ALOG Manager for the exact dates of these events
- The Merger is conditional upon, inter alia, the completion of the indirect acquisition of ALOG Manager by ESR Cayman Limited in connection with the acquisition agreement dated 4 August 2021 between ESR Cayman Limited, ARA Asset Management Limited and certain sellers



Key Takeaways for the Merger

1



Merger is transformational and accelerates pivot to New Economy sectors

- There has been a paradigm shift in the way goods are Produced, Delivered and Consumed
- ESR-LOGOS REIT is well-positioned to benefit from the largest secular trends in APAC
- Merger accelerates transformation into a future-ready REIT with c.65.7% exposure to logistics and high-specs industrial properties and geographical diversification

2



Backed by ESR Group, the Merger will propel ESR-LOGOS REIT into the next stage of growth

- Creation of a future-ready APAC S-REIT with total assets of S\$5.4 billion
- Supported by the ESR Group, a developer sponsor with the largest AUM and New Economy pipeline in APAC
- Increased ability to tap on wider and larger pools of capital, leading to more competitive costs of capital
- Target to sell down a portfolio⁽¹⁾ of non-core assets for the next 18-24 months to create a flagship New Economy REIT

3



Continue to Deliver and Create Value for Unitholders

- Enhanced portfolio quality with improved portfolio metrics at all fronts
- Opportunities for operational synergies and potential for portfolio optimisation
- Ability and flexibility to undertake new, larger developments and/or redevelopments to drive value
- Transaction is DPU accretive



Appendix



Financing Considerations

FOR ILLUSTRATIVE PURPOSES ONLY

	Illustrative Uses
Total Acquisition Cost	Approximately S\$2,384.5m comprising:
	 Implied aggregate Scheme Consideration of approximately S\$1,377.7m
	 Refinancing of ALOG's total borrowings and related interest rate swaps of approximately S\$768.7m and upfront land premium o approximately S\$87.9m
	 Redemption of existing perpetual securities of S\$101.5m
	 Acquisition fee payable in ESR-REIT Units to the ESR-REIT Manager for the Merger which is estimated to be approximately S\$15.9m
	 The estimated professional fees of S\$14.0m and other fees and expenses of approximately S\$18.9m
	Illustrative Sources
Consideration Units	 Approximately S\$1,239.9m
	- Based on approximately 2,431.2m new ESR-REIT Units issued at an illustrative issue price of S\$0.510 per ESR-REIT Unit
New Debt	Approximately S\$877.2m including:
	 Refinancing of a portion of ALOG's existing borrowings and related interest rate swaps of approximately S\$592.3m
	 Debt taken to fund upfront land premium of approximately S\$87.9m
	 Debt taken to fund professional and other fees and expenses
	- 100% unsecured
New Perpetual Securities	Approximately S\$251.5m
	 Refinancing of a portion of ALOG's existing borrowings and related interest rate swaps of approximately S\$150.0m
	 Redemption of ALOG's total existing perpetual securities of S\$101.5m
Acquisition Fee	 Approximately 31.1m new ESR-REIT Units will be allotted and issued to the ESR-REIT Manager as an acquisition fee for the Merger based on an illustrative issue price of S\$0.510 per ESR-REIT Unit



Singapore





Valuation⁽¹⁾ (S\$m) 260.4

Occupancy Rate (%) 95

GFA (Sqm): 213,297

Land Lease
Expiry (year): 2035



Valuation⁽¹⁾ (S\$m) 126.7
Occupancy Rate (%) 91
GFA (Sqm): 32,022
Land Lease
Expiry (year): 2065



Valuation⁽¹⁾ (S\$m) 37.8

Occupancy Rate (%) 100

GFA (Sqm): 30,575

Land Lease
Expiry (year): 2039



Valuation⁽¹⁾ (S\$m) 27.4

Occupancy Rate (%) 100

GFA (Sqm): 26,420

Land Lease
Expiry (year): 2033



Valuation⁽¹⁾ (S\$m) 83.8

Occupancy Rate (%) 100

GFA (Sqm): 40,873

Land Lease
Expiry (year): 2035



 Valuation⁽¹⁾ (S\$m)
 93.3

 Occupancy Rate (%)
 93

 GFA (Sqm):
 33,850

 Land Lease Expiry (year):
 2035



Valuation⁽¹⁾ (S\$m) 152.0

Occupancy Rate (%) 100

GFA (Sqm): 91,904

Land Lease
Expiry (year): 2044



Valuation⁽¹⁾ (S\$m) 34.6
Occupancy Rate (%) 100
GFA (Sqm): 18,301
Land Lease
Expiry (year): 2040



Valuation⁽¹⁾ (S\$m) 11.1

Occupancy Rate (%) 100

GFA (Sqm): 6,277

Land Lease
Expiry (year): 2037



Australia





Valuation⁽¹⁾ (S\$m) 39.5

Occupancy Rate (%) 100

GFA (Sqm): 21,279

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 31.5

Occupancy Rate (%) 100

GFA (Sqm): 20,125

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 25.5

Occupancy Rate (%) 100

GFA (Sqm): 16,303

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 21.3

Occupancy Rate (%) 100

GFA (Sqm): 11,066

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 45.5

Occupancy Rate (%) 100

GFA (Sqm): 32,443

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 35.5

Occupancy Rate (%) 100

GFA (Sqm): 22,608

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 14.5

Occupancy Rate (%) 100

GFA (Sqm): 8,781

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 54.5

Occupancy Rate (%) 100

GFA (Sqm): 37,906

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 17.3

Occupancy Rate (%) 100

GFA (Sqm): 10,441

Land Lease
Expiry (year): Freehold



Australia





Valuation⁽¹⁾ (S\$m) 9.2

Occupancy Rate (%) 86

GFA (Sqm): 9,481

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 20.0

Occupancy Rate (%) 100

GFA (Sqm): 5,709

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 35.1

Occupancy Rate (%) 100

GFA (Sqm): 13,363

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 11.8

Occupancy Rate (%) 100

GFA (Sqm): 6,246

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 16.8

Occupancy Rate (%) 100

GFA (Sqm): 7,412

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 19.6

Occupancy Rate (%) 100

GFA⁽²⁾ (Sqm): 17,480

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 44.4

Occupancy Rate (%) 100

GFA (Sqm): 27,762

Land Lease
Expiry (year): Freehold



Valuation⁽¹⁾ (S\$m) 66.5

Occupancy Rate (%) 100

GFA (Sqm): 24,270

Land Lease
Expiry (year): Freehold



Australia





 Valuation⁽¹⁾ (S\$m)
 58.7

 Occupancy Rate (%)
 100

 GFA⁽²⁾ (Sqm):
 81,770

 Land Lease Expiry (year):
 2059



Valuation⁽¹⁾ (S\$m) 15.8

Occupancy Rate (%) 100

GFA⁽²⁾ (Sqm): 55,530

Land Lease
Expiry (year): 2059



 Valuation⁽¹⁾ (S\$m)
 103.0

 Occupancy Rate (%)
 100

 GFA⁽²⁾ (Sqm):
 182,390

 Land Lease Expiry (year):
 2059



Purchase Price (S\$m) 63.0

Occupancy Rate (%) 100

GFA⁽²⁾ (Sqm): 12,307

Land Lease
Expiry (year): 2062



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