



ESR-REIT

(A unit trust constituted in the Republic of Singapore pursuant to a trust deed dated 31 March 2006 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the holders of units of ESR-REIT (“Unitholders”) will be held at Stephen Riady Auditorium @ NTUC, Level 7, NTUC Centre, One Marina Boulevard, Singapore 018989 on 27 February 2018 (Tuesday) at 10.00 a.m. to consider and, if thought fit, to pass, with or without any modifications, the following resolutions:

RESOLUTION 1 (EXTRAORDINARY RESOLUTION): THE PROPOSED UNIT ISSUE SUPPLEMENT TO THE TRUST DEED

That:

- (a) approval be and is hereby given to amend ESR-REIT’s trust deed dated 31 March 2006 (as amended) (the “**Trust Deed**”) with the Unit Issue Supplement (as defined in the circular to Unitholders dated 2 February 2018 (the “**Circular**”)) in the manner set out in Part I of Appendix A to the Circular; and
- (b) ESR Funds Management (S) Limited, as manager of ESR-REIT (the “**Manager**”) and RBC Investor Services Trust (Singapore) Limited, as trustee of ESR-REIT (the “**Trustee**”) be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of ESR-REIT to give effect to the Unit Issue Supplement.

RESOLUTION 2 (EXTRAORDINARY RESOLUTION): THE PROPOSED ELECTRONIC COMMUNICATIONS SUPPLEMENT TO THE TRUST DEED

That:

- (a) approval be and is hereby given to amend the Trust Deed with the Electronic Communications Supplement (as defined in the Circular) in the manner set out in Appendix B to the Circular; and
- (b) the Manager and the Trustee be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of ESR-REIT to give effect to the Electronic Communications Supplement.

RESOLUTION 3 (ORDINARY RESOLUTION): THE TRANSFER OF A CONTROLLING INTEREST TO ESR CAYMAN LIMITED UNDER THE CIRCUMSTANCES DESCRIBED IN THE CIRCULAR AS A RESULT OF THE EQUITY FUND RAISING

That:

- (a) approval be and is hereby given to the Manager to issue new units in ESR-REIT to ESR Cayman Limited pursuant to Rule 803 of the Listing Manual, under the circumstances described in paragraph 4 of the Circular; and
- (b) the Manager and the Trustee be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of ESR-REIT to give effect to the above.

BY ORDER OF THE BOARD

ESR Funds Management (S) Limited

(Company Registration No.: 200512804G, Capital Markets Services Licence No.: CMS 100132-5)

As manager of ESR-REIT

Adrian Chui Wai Yin

Chief Executive Officer and Executive Director

Singapore

2 February 2018

Important Notice:

The value of units in ESR-REIT (“**Units**”) and the income derived from them may fall as well as rise. Units are not investments or deposits in, or liabilities or obligations of the Manager, the Trustee, or any of their respective related corporations and affiliates.

An investment in Units is subject to equity investment risk, including the possible delays in repayment and loss of income or the principal amount invested. Neither ESR-REIT, the Manager, the Trustee nor any of their affiliates guarantees the repayment of any principal amount invested, the performance of ESR-REIT, any particular rate of return from investing in ESR-REIT, or any taxation consequences of an investment in ESR-REIT. Any indication of ESR-REIT performance returns is historical and cannot be relied on as an indicator of future performance.

Investors should note that they will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

Notes:

1. A Unitholder who is not a relevant intermediary (as defined below) entitled to attend and vote at the Extraordinary General Meeting of ESR-REIT is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her unitholding (expressed as a percentage of the whole) to be represented by each proxy.
2. A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than two proxies, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.

“**relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds Units in that capacity; or
 - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund (“**CPF**”), if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. The instrument appointing a proxy or proxies must be lodged at the office of the Unit Registrar of ESR-REIT at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than 72 hours before the time appointed for the Extraordinary General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder’s personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder’s proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.