Soilbuild Business Space REIT

Buyout and Privatisation by Blackstone and Mr. Lim Chap Huat

SIAS-SB REIT Dialogue Session

23 February 2021



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Given the risks and uncertainties that may cause actual results or outcomes to differ materially from those expressed or implied in such forward-looking statements, SB Unitholders and investors of the Offeror and SB REIT should not place undue reliance on such forward-looking statements. None of SB REIT, the SB Manager, the SB Trustee, the Offeror and their respective affiliates or any of their advisers undertakes any obligation to update publicly or revise any forward-looking statements.

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Introduction to the Transaction



Introduction to the Transaction

1 The growth of SB REIT has been impacted by challenging market conditions

- Since the initial public offering ("**IPO**") of SB REIT, the board of directors and the management have remained committed to the growth and optimisation of SB REIT's portfolio to maximise value for SB Unitholders
- In recent years, this has been demonstrated through a strategic expansion into the Australian market and the disposal of select Singapore properties to realise value for SB Unitholders
- Despite these efforts, SB REIT has continued to trade at a high yield and was further impacted by the onset of COVID-19 in 2020 which contributed to an overall decline in the value of its property portfolio (refer to slide 21 for further details)
- The timing of a global recovery remains uncertain and as such, SB Unitholders remain exposed to challenging market conditions

2 The SB Independent Directors are presenting the Trust Scheme to the SB Unitholders for their consideration

- On 4 September 2020, the SB Manager was informed that the sponsor of SB REIT, Mr. Lim Chap Huat, had entered into a non-binding term sheet in relation to a possible transaction involving Mr. Lim Chap Huat, Mr. Lim Han Feng, Mr. Lim Han Qin and Mr. Lim Han Ren's (collectively, the "**Lim Family**") direct and deemed interest in SB REIT
- Thereafter, the SB Independent Directors of the SB Manager engaged in negotiations in relation to the acquisition of all SB Units by way of a trust scheme of arrangement (the "**Trust Scheme**")
- As the Trust Scheme represents a credible offer in the face of challenging market conditions, the SB Independent Directors wish to present it to the SB Unitholders for their consideration. KPMG Corporate Finance Pte Ltd has been appointed as the independent financial adviser ("**IFA**") to advise the SB Independent Directors and the SB Trustee
- The following slides detail the key terms of the Trust Scheme, the Offeror's rationale, a financial evaluation of the Adjusted Scheme Consideration, recommendations of the IFA and Independent Directors as well as timeline and approvals required

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Transaction Summary



Transaction Summary

Offeror	Clay Holdings III Limited (the "**Offeror**") • An entity wholly-owned by Clay Holdings II Limited ("**Offeror HoldCo**"), which is owned by Clay Holdings I Limited ("**Blackstone SPV**") and Mr. Lim Chap Huat
Transaction Structure	Buyout and privatisation of SB REIT, to be effected through: • The proposed acquisition of all the issued SB Units held by SB Unitholders, by way of the Trust Scheme, in accordance with the Singapore Code on Take-overs and Mergers; and • The sale of all the assets in Australia ("**Australian Assets**") by way of the sale of 100% of the units in Soilbuild Australia Trust to entities controlled by Blackstone SPV ("**Australian Asset Disposal**")(1), which is inter-conditional with the Trust Scheme
Scheme Consideration	• S$0.550 per SB Unit ("**Scheme Consideration**"), entirely in cash(2) • The Scheme Consideration will be reduced by the amount of any distributions which are not Permitted Distributions declared, made or paid by the SB Manager for the financial period between 1 October 2020 and 31 March 2021(3) • On 21 January 2021, the SB Manager announced the 4Q2020 Distribution. The books closure date for this distribution was 29 January 2021. Accordingly, the Scheme Consideration of S$0.550 per SB Unit to be received by SB Unitholders will be reduced by the 4Q2020 Distribution amount, resulting in an **Adjusted Scheme Consideration of S$0.53806 per SB Unit** (the "**Adjusted Scheme Consideration**")

Notes:

(1) **For the avoidance of doubt, the Australian Asset Disposal will not reduce the Adjusted Scheme Consideration.** Assuming that the Trust Scheme becomes effective in accordance with its terms, there will be no economic effect to the SB Unitholders as a result of the Australian Asset Disposal. The Scheme Consideration to be paid to the SB Unitholders upon the Trust Scheme becoming effective in accordance with its terms takes into account the value of the Australian Assets.

(2) The Adjusted Scheme Consideration payable to each member of the Lim Family, Soilbuild Group Holdings Ltd. and the SB Manager upon the Trust Scheme becoming effective in accordance with its terms, shall be satisfied by the allotment and issuance of new shares in the Offeror HoldCo to Mr. Lim Chap Huat on the Scheme Settlement Date, rather than being settled by the Offeror in cash.

(3) For the avoidance of doubt, the Scheme Consideration will be reduced by the amount of any Ordinary Course Distributions in respect of the financial period for 1Q2021. For information only, SB REIT has declared, made and paid distributions of 1.194 Singapore cents per SB Unit, 1.100 Singapore cents per SB Unit, 0.745 Singapore cents per SB Unit and 0.883 Singapore cents per SB Unit for 4Q2020, 3Q2020, 2Q2020 and 1Q2020 respectively. 4Q2020, 3Q2020, 2Q2020 and 1Q2020 pertain to the financial periods from 1 October 2020 to 31 December 2020, 1 July 2020 to 30 September 2020, 1 April 2020 to 30 June 2020 and 1 January 2020 to 31 March 2020 respectively. The distributions made in 4Q2020, 3Q2020, 2Q2020 and 1Q2020 are not in any way indicative of any distribution that the SB Manager may declare in the future and should not in any way be construed as a dividend or distribution forecast

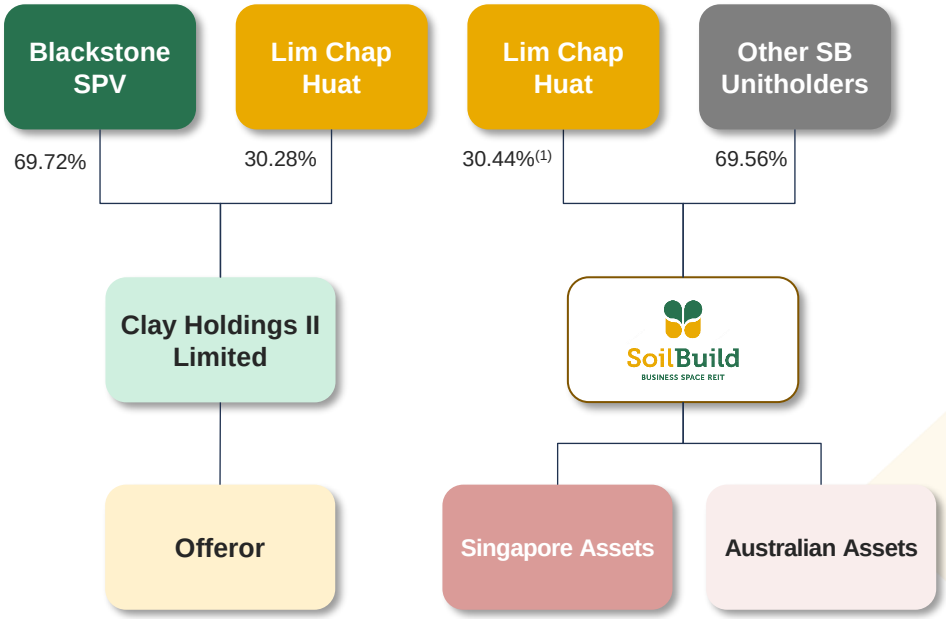
Australian Asset Disposal

Structure and Rationale for the Australian Asset Disposal	• The Trust Scheme is conditional upon, *inter alia*, the completion of the Australian Asset Disposal • The Australian Asset Disposal is merely a structuring step with the sole intent of effect the Acquisition in the most time efficient manner • The Australian Asset Disposal is intended to effect the Acquisition in an optimal and efficient manner, and is inter-conditional with the Trust Scheme and will complete on the same date as the effective date of the Trust Scheme but immediately prior to the Trust Scheme becoming effective in accordance with its terms • The Adjusted Scheme Consideration to be paid to the SB Unitholders upon the Trust Scheme becoming effective in accordance with its terms takes into account the value of the Australian Assets. Accordingly, the Adjusted Scheme Consideration payable to SB Unitholders **will not be reduced** in any way by the amount of the Australian Asset Disposal Consideration payable to the SB Trustee and Soilbuild Business Space Holdings Pte. Ltd., a wholly-owned subsidiary of SB REIT. There will be no economic effect to the SB Unitholders as a result of the Australian Asset Disposal and the value of the Australian Asset Disposal Consideration is of no consequence to the SB Unitholders
Australian Assets	• Australian Assets refer to: a) 14 Mort Street, Canberra, Australian Capital Territory, 2601 ("**14 Mort Street**"); b) 25 Grenfell Street, Adelaide, South Australia 5000 ("**25 Grenfell Street**"); and c) Inghams Burton, 1118, 1120, 1122 – 1136 & 1138 – 1146 Port Wakefield Road, Burton, South Australia 5110 ("**Inghams Burton**")
Approvals Required	• The Australian Asset Disposal will require SB Unitholders' approval by way of an ordinary resolution • The Australian Asset Disposal will not be effected if the Trust Scheme is not approved

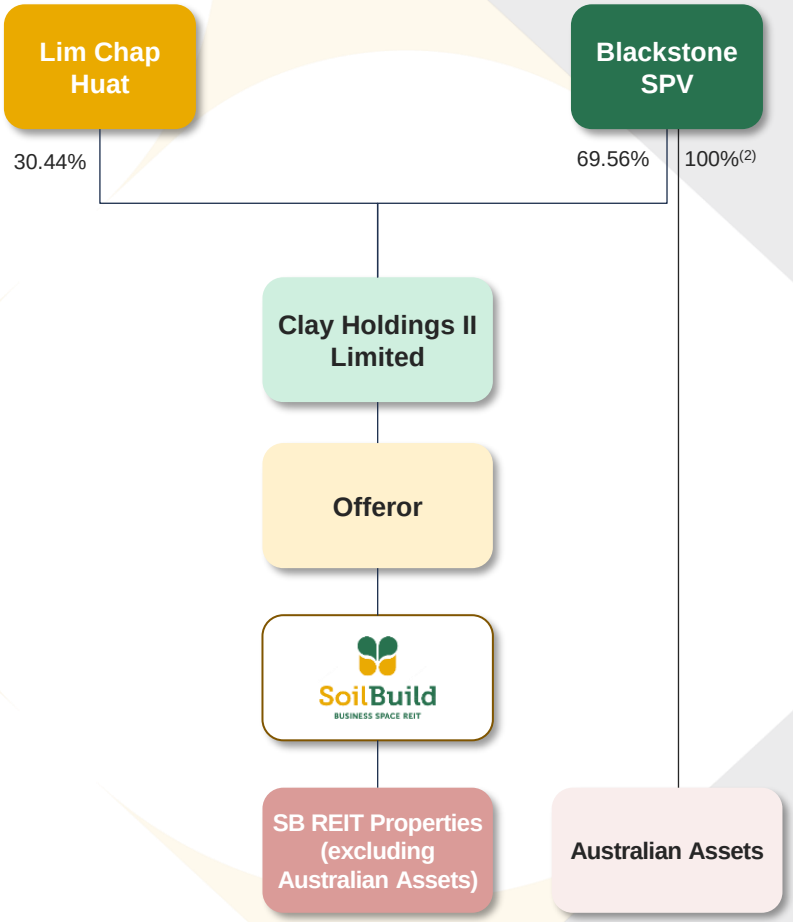
Transaction Summary

Pro-forma Unitholding and Corporate Structure of SB REIT

Structure of SB REIT immediately before the Transaction



Structure of SB REIT immediately after the Transaction



Notes:
(1) This includes the direct and deemed interests held by the Lim Family, Soilbuild Group Holdings Ltd. and the SB Manager.
(2) The Australian assets will be 99% held by Clay SG Holdings II Pte. Ltd. ("**CSH2**") and 1% held by Clay SG Holdings III Pte. Ltd. ("**CSH3**") immediately after completion of the Australian Asset Disposal. CSH3 is in turn wholly-owned by CSH2, while CSH2 is wholly-owned by Blackstone SPV.

Transaction Rationale of the Offeror



Offeror's Transaction Rationale

Opportunity for SB Unitholders to exit SB REIT and redeploy capital into other investments

A Growing SB REIT through DPU accretive acquisitions requires its DPU yield to trade sufficiently low as well as its ability to effectively raise capital and debt to fund such acquisitions

B Due to constraints faced, SB REIT has lagged in growth compared to its industrial S-REIT peers

C Consequently, SB REIT is still far from the size threshold required for index inclusion

D These factors have collectively contributed towards: (1) the SB Unit price underperforming the broader FTSE ST REIT index since its IPO; (2) SB REIT's relatively limited analyst following compared to peers; and (3) SB Units' relatively low daily trading volume as a percentage of the total units outstanding compared to peers

E Faced with these outcomes, Mr. Lim Chap Huat has considered several options to unlock value for SB Unitholders, and believes that the proposal by Blackstone SPV presents the best option for minority SB Unitholders

1 Opportunity for SB Unitholders to Exit SB REIT

Growing SB REIT through DPU accretive acquisitions requires its DPU yield to trade sufficiently low as well as its ability to effectively raise capital to fund such acquisitions

Equity Issuances since IPO

(S$mm)

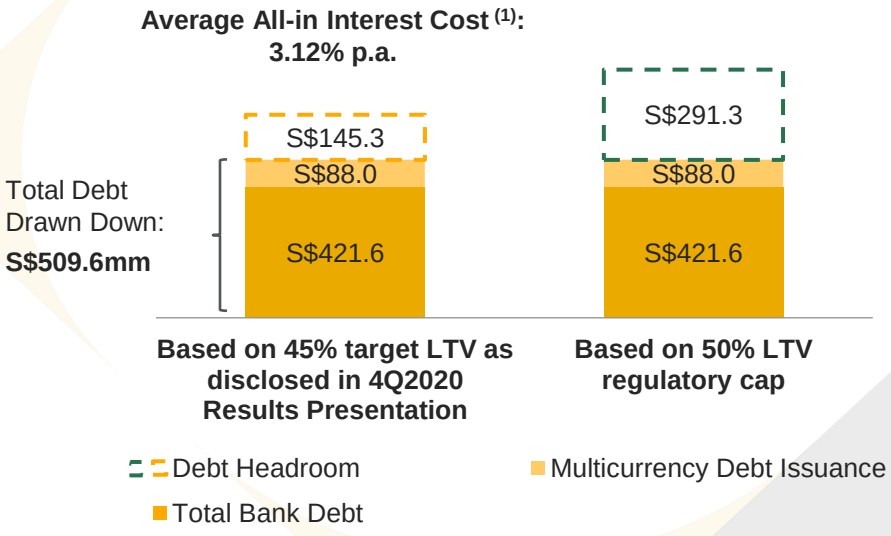
Ann. Date	Offering Type	Offering Size	Disc. to Close	LTM DPU Yield(2)	% Offering Filled
Apr-15	Placement	90	2.80%	7.78%	100%
Aug-16	Preferential	59	8.20%	10.10%	100%
Aug-19	Preferential	102	8.40%	9.57%	82%

- Growing SB REIT through DPU accretive acquisitions also requires support from the minority SB Unitholders to subscribe for their pro-rata share of equity issuance
- The last round of equity fund raising was only 82% filled, with the balance of 34.6mm SB Units subscribed by the underwriting banks

Debt Headroom(1)

(S$mm)

- SB REIT has a relatively low debt headroom of ~S$145mm at a 45% Loan-to-Value ratio ("**LTV**") which is SB REIT's target leverage level
- Increasing LTV over 45% may increase the cost of debt and risk profile of SB REIT

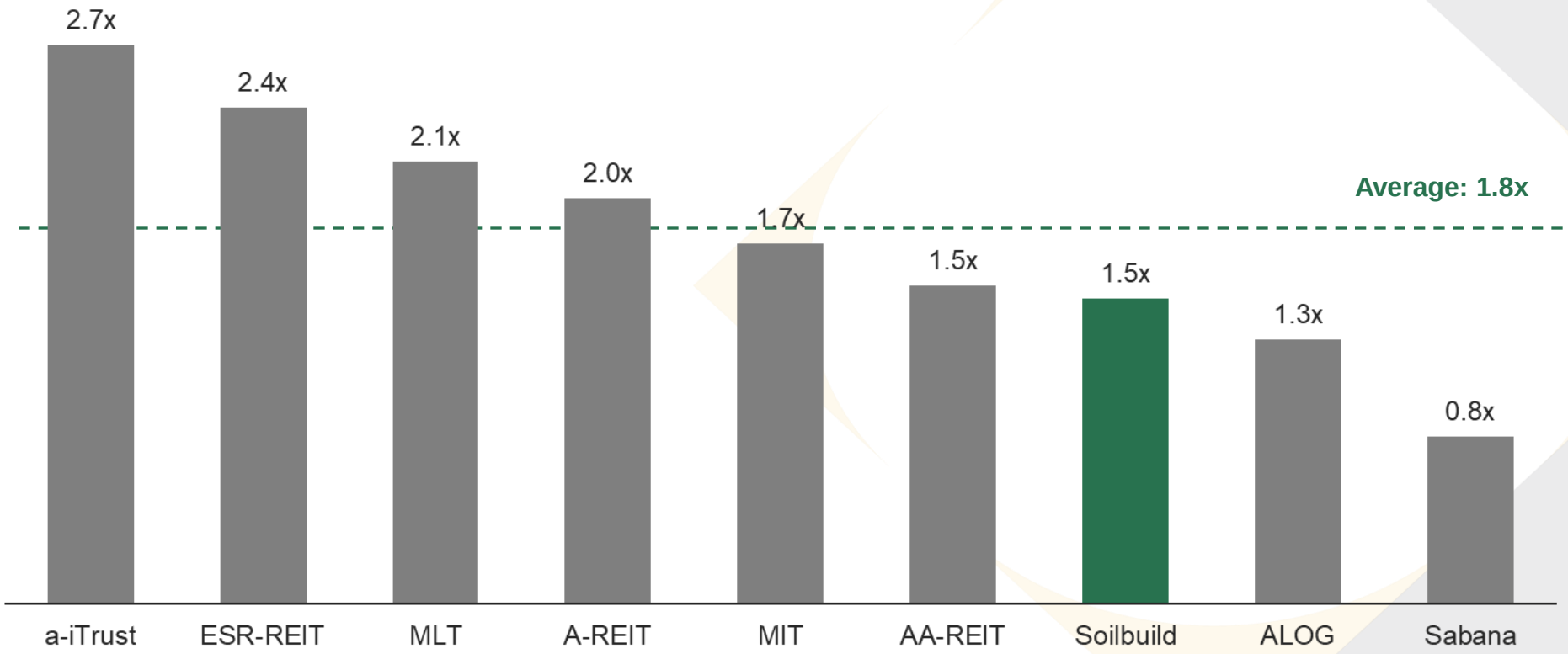


Source: SB REIT filings
(1) As of 31 December 2020.
(2) Based on distributions for last twelve months ("**LTM**") divided by the offering price.

1 Opportunity for SB Unitholders to Exit SB REIT

Due to constraints faced, SB REIT has lagged in growth compared to its industrial S-REITs peers. Since its IPO in August 2013, SB REIT's assets have only grown 1.5x, compared to the average of 1.8x of its peers

Total Assets Growth[(1)(2)]



Source: SGX-ST filings

(1) Based on latest total assets disclosed as at 31 August 2020, being the last full trading day (the "**Last Full Trading Day**") immediately prior to the date of the initial holding announcement on 4 September 2020 by the SB Manager ("**Holding Announcement**").

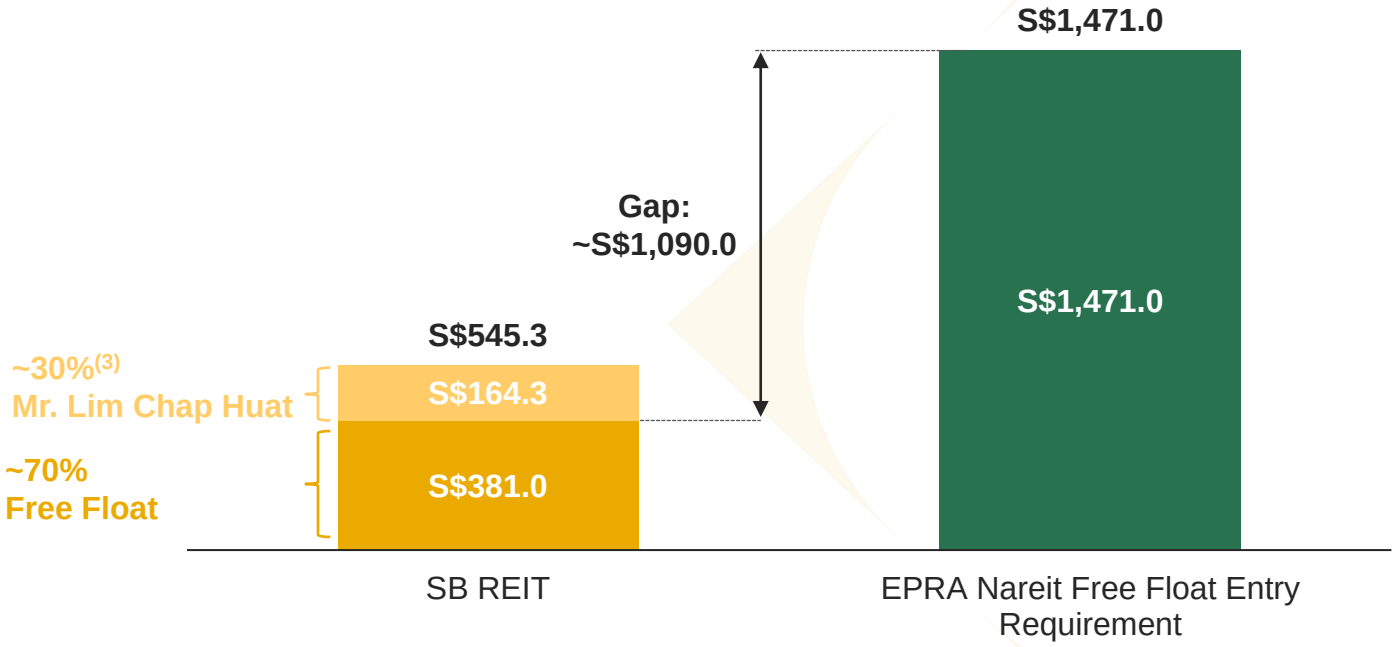
(2) Excludes EC World REIT and Frasers Logistics & Commercial Trust (previously known as Frasers Logistics & Industrial Trust) which were listed after the date of SB REIT's IPO.

1 Opportunity for SB Unitholders to Exit SB REIT

Consequently, SB REIT still has a long way to go before index inclusion. Most of the large cap REITs trade at lower DPU yields partly because they are part of key REIT indices which are likely to confer better trading liquidity, larger institutional following, stronger valuations and hence a lower cost of capital

SB REIT Free Float vs EPRA Nareit Free Float Entry Requirement(1)(2)

(S$mm)



Source: FTSE Russell, Bloomberg L.P.

(1) Market data as at 31 August 2020, being the Last Full Trading Day.

(2) Implied EPRA Nareit Free Float regular entry requirement for Developed Asia as at December 2020 and based on a USD:SGD exchange rate of 1.00:1.33745.

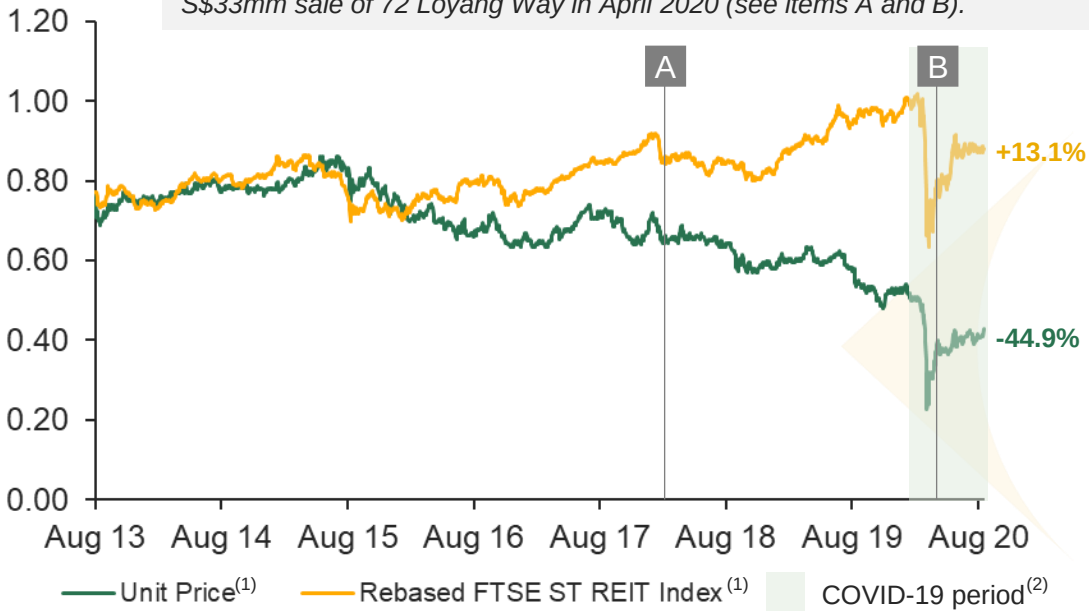
(3) This includes the direct and deemed interests held by the Lim Family, Soilbuild Group Holdings Ltd. and the SB Manager.

1 Opportunity for SB Unitholders to Exit SB REIT

These factors have collectively contributed towards: (i) the SB Unit price underperforming the broader FTSE ST REIT index since IPO; (ii) SB REIT's relatively limited analyst following; and (iii) SB Units' relatively low daily trading volume

SB Unit Price Performance vs FTSE ST REIT Index

*SB REIT conducted several asset divestments, including the S$55mm sale of 61 and 71 Tuas Bay Drive ("**KTL Offshore**") in February 2018 and the S$33mm sale of 72 Loyang Way in April 2020 (see items A and B).*



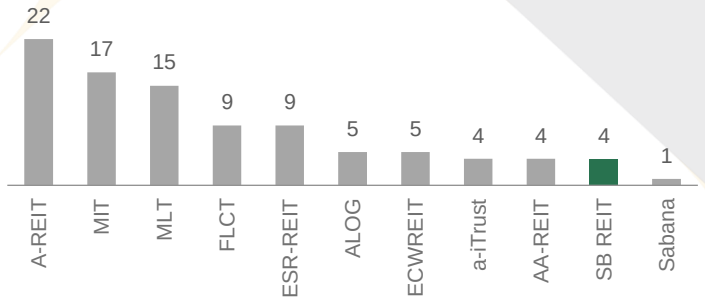
A Completion of the divestment of KTL Offshore on 28 February 2018

B Completion of the divestment of 72 Loyang Way on 14 April 2020

The SB Unit price has fallen by 44.9% since its IPO

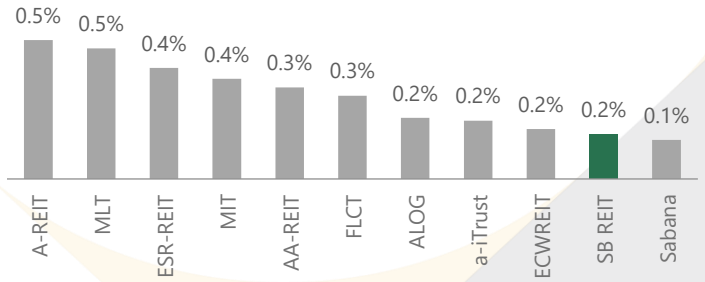
Analyst Coverage(3)

(# Analysts)



12M Average Daily Trading Volume(3)

(% of Total Units Outstanding)



Source: Bloomberg L.P., FactSet, SB REIT filings

(1) For the period from 16 August 2013 up to and including 31 August 2020, being the Last Full Trading Day. Based on data extracted from Bloomberg L.P. which shows prices adjusted to reflect any changes in the unit capital of the SB REIT.

(2) COVID-19 period is defined as the period from 23 January 2020 to 31 August 2020, with the earlier date reflecting the first reported case of COVID-19 in Singapore per the Ministry of Health of Singapore.

(3) Market data as at 31 August 2020, being the Last Full Trading Day.

1 Opportunity for SB Unitholders to Exit SB REIT

Faced with these outcomes, Mr. Lim Chap Huat believes that the proposal by Blackstone SPV presents the best option for minority SB Unitholders

Mr. Lim Chap Huat has considered several options to unlock value for SB Unitholders, and had received proposals from various parties, comprising private equity firms, real estate funds, and real estate developers across Hong Kong / China, Australia, and the United States over the past few years

Mr. Lim Chap Huat believes that the proposal by Blackstone SPV presents the best option for minority SB Unitholders as it:

- represents the highest offer price received from all parties;
- is backed by their strong track record of successful privatisations; and
- is the most credible and offers most deal certainty for the SB Unitholders in terms of timing and execution

The Offeror believes the Trust Scheme represents a good opportunity for SB Unitholders to realise their investment in cash at an attractive premium, and to redeploy their capital into other investments

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Financial Evaluation of the Trust Scheme



Financial Evaluation of the Trust Scheme[1]

Financial Evaluation of the Trust Scheme

A The Adjusted Scheme Consideration represents a premium of 31.6%, 31.9%, 49.9% and 26.3% to the 1M, 3M, 6M and 12M volume weighted average price ("**VWAP**") respectively

B The Adjusted Scheme Consideration of S$0.53806 per SB Unit is near the 1-year high closing price of SB Units of S$0.550

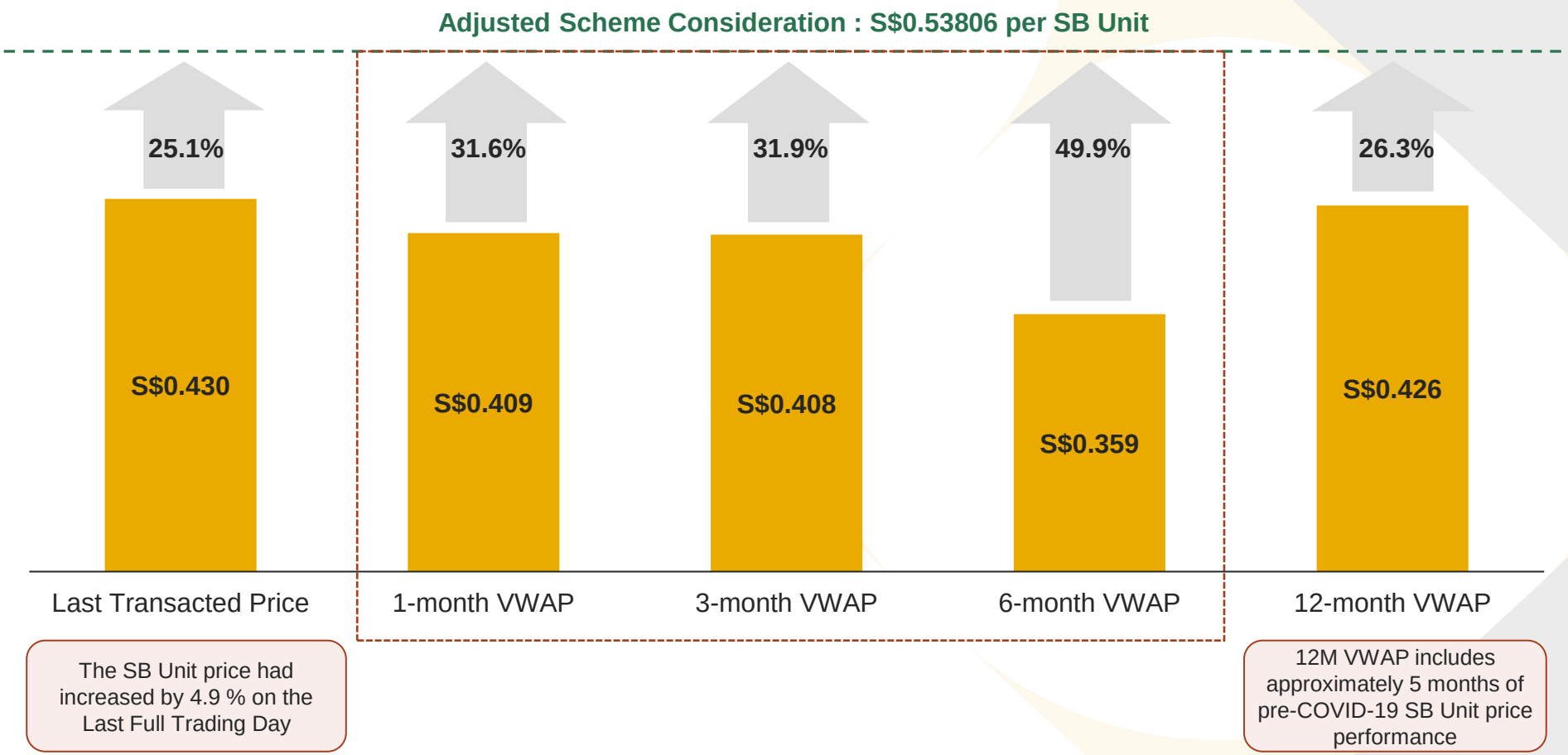
C The P / NAV multiple of 0.96 to 0.99 times implied by the Adjusted Scheme Consideration exceeds historical averages

D The Adjusted Scheme Consideration represents premia of 15.7% and 9.8% to the overall average analyst target price and the average of analyst target prices issued after the results for 3Q2020 respectively

(1) Based on the Adjusted Scheme Consideration of S$0.53806 per SB Unit, to reflect the actual amount of cash that the SB Unitholders will receive after adjusting for the payment of the 4Q2020 Distribution by SB REIT to the SB Unitholders.

2 Financial Evaluation of the Trust Scheme

The Adjusted Scheme Consideration represents a premium of 31.6%, 31.9%, 49.9% and 26.3% to the 1M, 3M, 6M and 12M VWAP respectively(1)



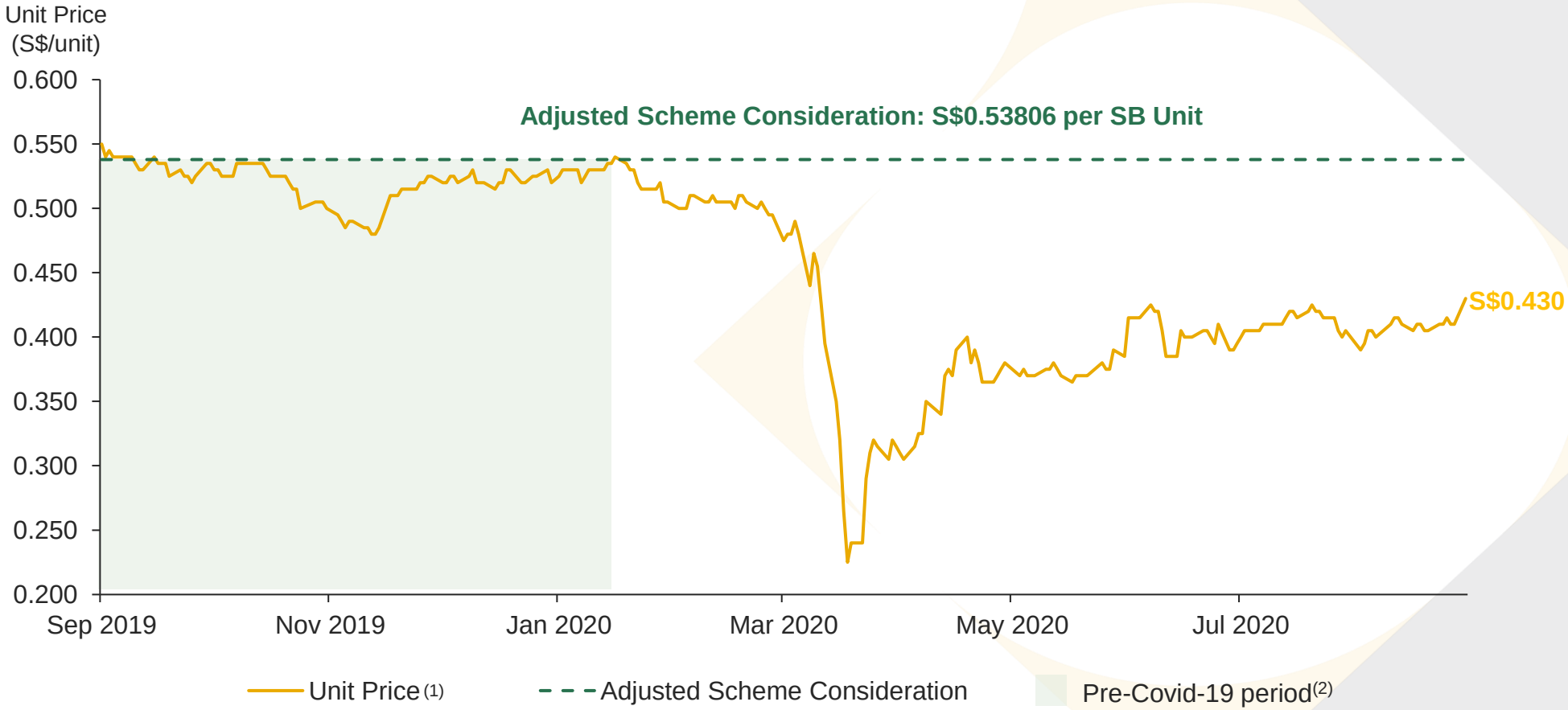
Source: Bloomberg L.P.

Notes:

(1) The VWAPs of SB Units are rounded to the nearest three (3) decimal places and computed on data sourced from Bloomberg L.P. up to and including the Last Full Trading Day. The respective premia are rounded to the nearest one (1) decimal place.

The Adjusted Scheme Consideration of S$0.53806 per SB Unit is near the 1-year high closing price of SB Units of S$0.550

1-year SB Unit Price Chart Preceding the Last Full Trading Day



Source: Bloomberg L.P.

Notes:

(1) For the period from 2 September 2019 up to and including 31 August 2020, being the Last Full Trading Day. Based on data extracted from Bloomberg L.P. which shows closing prices adjusted to reflect any changes in the unit capital of the SB REIT.

(2) COVID-19 period is defined as the period from 23 January 2020 to 31 August 2020, with the earlier date reflecting the first reported case of COVID-19 in Singapore per the Ministry of Health of Singapore.

2 Net Asset Value per SB Unit accounting for re-valuation of SB Properties

- The Audit and Risk Committee of the SB Manager commissioned independent valuers to undertake an independent valuation of the SB Properties as at 30 November 2020 for the purposes of the proposed acquisition
- As part of SB REIT's annual valuation exercise for financial reporting purposes (and not for the purposes of the proposed acquisition), the Audit and Risk Committee of the SB Manager also commissioned an updated valuation of the SB Properties as at 31 December 2020 for the purposes of the SB FY2020 Financial Statements
- After accounting for the valuation as at 31 December 2020, the net asset value ("**NAV**")(1) per SB Unit is 54.6 to 55.9 Singapore cents

#	Property	Carrying Value as at 30 November 2020(2) (S$'000)	Carrying Value as at 31 December 2020(3) (S$'000)	Increase / (Decrease) in Carrying Value (S$'000)
Singapore Assets				
1	Solaris	365,300	365,800	500
2	Eightrium @ Changi Business Park	97,181	97,170	(11)
3	West Park BizCentral	286,700	286,700	-
4	Tuas Connection	125,436	124,622	(814)
5	COS Printers	8,900	8,900	-
6	Beng Kuang Marine	13,400	13,400	-
7	39 Senoko Way	15,800	14,700	(1,100)
8	Speedy-Tech	22,000	22,000	-
9	Bukit Batok Connection	83,900	83,900	-
10	2 Pioneer Sector 1(4)	39,997 to 56,497	40,866 to 57,366	869
Total Singapore Assets		**1,058,614 to 1,075,114**	**1,058,058 to 1,074,558**	**(556)**
Australian Assets				
11	14 Mort Street, Canberra	52,226	54,500	2,274
12	Inghams Burton, Adelaide	70,285	73,345	3,060
13	25 Grenfell Street, Adelaide	134,713	140,579	5,866
Total Australian Assets		257,224	268,424	11,200
Total Portfolio		**1,315,838 to 1,332,338**	**1,326,482 to 1,342,982**	**10,644**

NAV	S$'000	Singapore cents per SB Unit(5)
NAV (as at 31 December 2020)	**695,799 to 712,299**	**54.6 to 55.9**

The P / NAV multiple implied by the Adjusted Scheme Consideration is 0.96x to 0.99x

(1) Excludes amounts attributable to perpetual securities holders.

(2) Based on (a) the valuations undertaken by Savills Valuation and Professional Services (S) Pte. Ltd. and CBRE Pte. Ltd. for the Singapore portfolio, (b) the valuation undertaken by Knight Frank Valuation & Advisory Canberra for 14 Mort Street, (c) the valuation undertaken by Knight Frank Valuation & Advisory South Australia for Inghams Burton, and (d) the valuation undertaken by Savills Valuations Pty Ltd for 25 Grenfell Street as at 30 November 2020 using a combination of methods, namely discounted cash flow method, capitalisation approach and the comparable market value method.

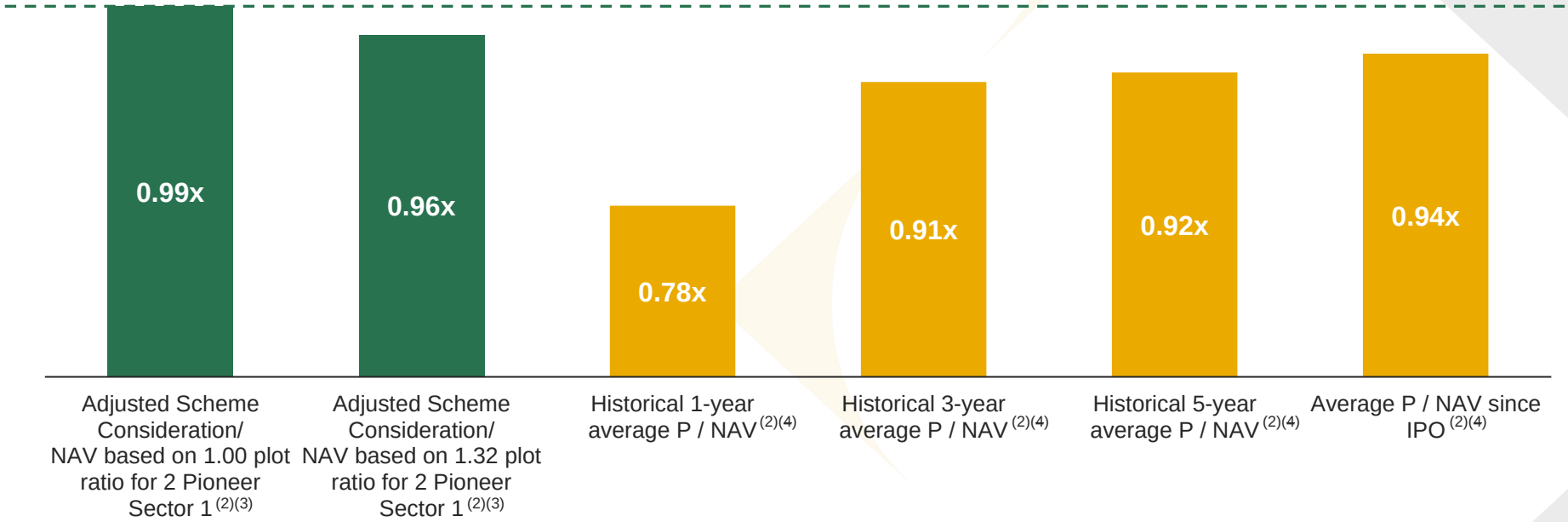
(3) Based on (a) the valuations undertaken by Savills Valuation and Professional Services (S) Pte. Ltd. and CBRE Pte. Ltd. for the Singapore portfolio; (b) the valuation undertaken by Knight Frank Valuation & Advisory Canberra for 14 Mort Street; (c) the valuation undertaken by Knight Frank Valuation & Advisory South Australia for Inghams Burton; and (d) the valuation undertaken by Savills Valuations Pty Ltd for 25 Grenfell Street as at 31 December 2020 using a combination of methods, namely discounted cash flow method, capitalisation approach and the comparable market value method.

(4) 2 Pioneer Sector 1 is classified as an investment property under development. Redevelopment of 2 Pioneer Sector 1 commenced on 23 June 2020. The updated carrying value as at 31 December 2020, including right-of-use assets reflects a range of S$40.9 million to S$57.4 million based on a plot ratio of 1.0 to 1.32 respectively. SB REIT has obtained the requisite regulatory approvals to pursue development of 2 Pioneer Sector 1 based on a plot ratio of 1.0 and is in the process of seeking approvals for a revised plot ratio of 1.32.

(5) Computed based on the total number of issued SB Units as at 31 December 2020 and rounded to the nearest one (1) decimal place.

2 Financial Evaluation of the Trust Scheme

The P / NAV multiple implied by the Adjusted Scheme Consideration exceeds historical averages(1)



Source: Bloomberg L.P.

Notes:

(1) Based on the Adjusted Scheme Consideration of S$0.53806 per SB Unit, to reflect the actual amount of cash that the SB Unitholders will receive after adjusting for the payment of the 4Q2020 Distribution by SB REIT to the SB Unitholders.

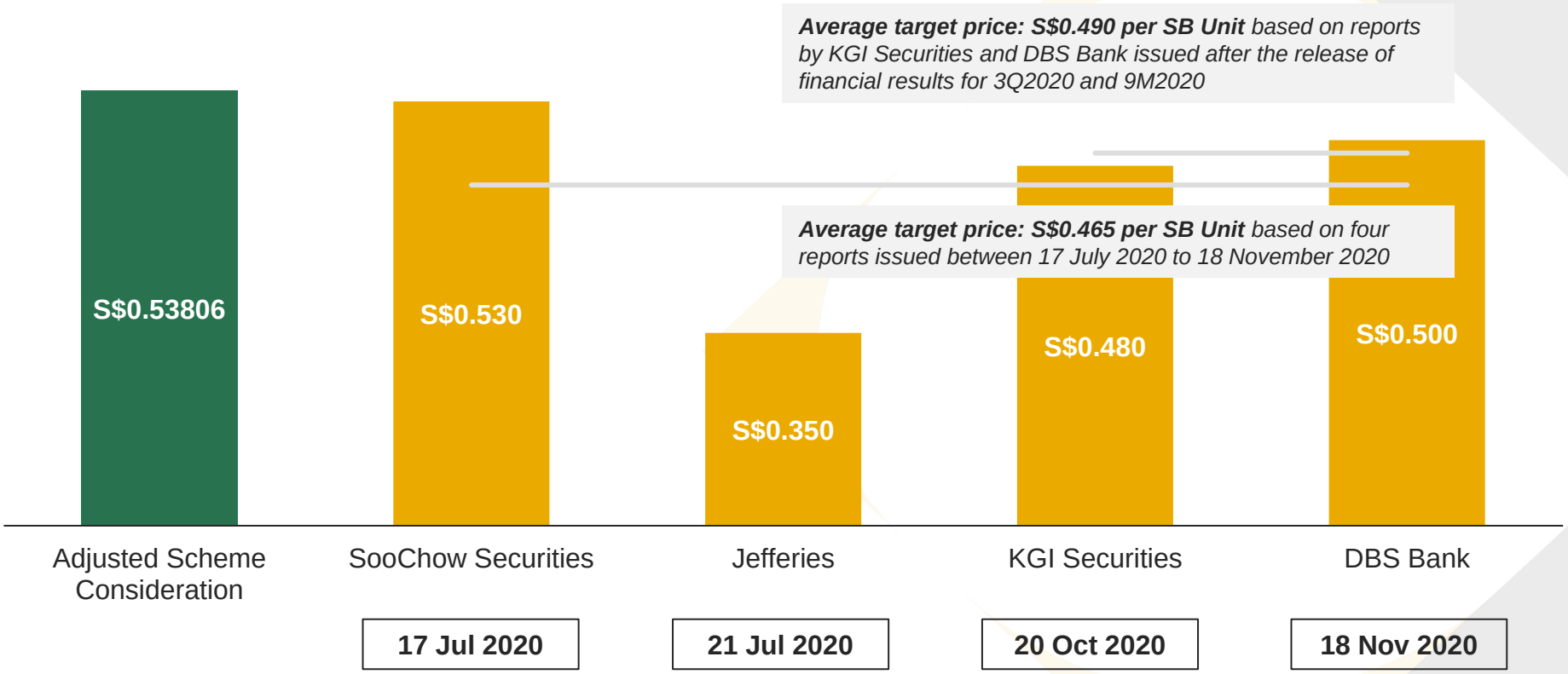
(2) Multiples shown in the chart above are rounded to the nearest two (2) decimal places.

(3) Computed as the Adjusted Scheme Consideration divided by NAV per SB Unit of 54.6 to 55.9 Singapore cents. NAV per SB Unit is rounded to the nearest one (1) decimal place and is computed based on (a) the net asset value of SB REIT as at 31 December 2020; and (b) the total number of issued SB Units as at 31 December 2020.

(4) The historical average P / NAV is computed daily up to and including the Last Full Trading Day and reflects the market capitalisation at the end of each trading day divided by total common equity (NAV) for the last reported financial quarter or period, as sourced from Bloomberg L.P. and SB REIT filings.

2 Financial Evaluation of the Trust Scheme

The Adjusted Scheme Consideration represents premia of 15.7%(1) and 9.8%(1) to the overall average analyst target price and the average of analyst target prices(2) issued after the results for 3Q2020 respectively



Source: Bloomberg L.P.

Notes:

(1) Premia to the average analyst target price are rounded to the nearest one (1) decimal place.

(2) Analyst target prices extracted from Bloomberg L.P. as at 11 December 2020, being the last Market Day prior to the Joint Announcement Date.

Recommendation by the IFA, directors of the SB Manager and SB Independent Director



What is the opinion of the IFA and what are the recommendations of the directors of the SB Manager and the SB Independent Directors?

Recommendation of the directors of the SB Manager on the SB Trust Deed Amendments Resolution

Having regard to the above and the rationale for the SB Trust Deed Amendments as set out in Paragraph 4 of this Letter to SB Unitholders, the directors of the SB Manager are of the opinion that the SB Trust Deed Amendments would be beneficial to, and be in the interests of SB REIT.

Accordingly, the directors of the SB Manager recommend that SB Unitholders **VOTE IN FAVOUR** of the SB Trust Deed Amendments Resolution at the Extraordinary General Meeting.

Directors of the SB Manager

Recommendation of the SB Independent Directors on the Australian Asset Disposal Resolution

Having regard to the above and the terms of and rationale for the Australian Asset Disposal as set out in Paragraph 3 of this Letter to SB Unitholders, the SB Independent Directors are of the opinion that the Australian Asset Disposal would be beneficial to, and be in the interests of SB REIT.

Accordingly, the SB Independent Directors recommend that SB Unitholders **VOTE IN FAVOUR** of the Australian Asset Disposal Resolution at the Extraordinary General Meeting.

SB Independent Directors

IT IS IMPORTANT THAT YOU READ THE ABOVE EXTRACTS TOGETHER WITH AND IN THE CONTEXT OF THE LETTER TO SB UNITHOLDERS AND THE IFA LETTER, WHICH CAN BE FOUND ON PAGES 22 TO 83 OF AND APPENDIX A TO THE SCHEME DOCUMENT RESPECTIVELY. YOU ARE ADVISED AGAINST RELYING SOLELY ON THESE EXTRACTS, WHICH ARE ONLY MEANT TO DRAW ATTENTION TO THE OPINION OF THE IFA AND RECOMMENDATIONS OF THE DIRECTORS OF THE SB MANAGER AND THE SB INDEPENDENT DIRECTORS.

What is the opinion of the IFA and what are the recommendations of the directors of the SB Manager and the SB Independent Directors?

Opinion of the IFA on the Trust Scheme Resolution

"

After carefully considering the information available to us and our analysis set out above as at the Latest Practicable Date, and based upon the monetary, industry, market, economic and other relevant conditions subsisting on 10 February 2021, and subject to our terms of reference set out in section 2 of this letter, we are of the opinion that the terms of the Proposed Transaction are **FAIR AND REASONABLE** from a financial point of view. Accordingly, we advise the SB Independent Directors to recommend that the SB Unitholders **VOTE IN FAVOUR** of the Proposed Transaction at the Trust Scheme Meeting…

KPMG Corporate Finance Pte Ltd
IFA

Recommendation of the SB Independent Directors on the Trust Scheme Resolution

"

The SB Independent Directors, having considered carefully the terms of the Trust Scheme and the advice given by the IFA in the IFA Letter as set out in Appendix A to this Scheme Document, recommend that SB Unitholders **VOTE IN FAVOUR** of the Trust Scheme Resolution at the Trust Scheme Meeting.

SB Independent Directors

IT IS IMPORTANT THAT YOU READ THE ABOVE EXTRACTS TOGETHER WITH AND IN THE CONTEXT OF THE LETTER TO SB UNITHOLDERS AND THE IFA LETTER, WHICH CAN BE FOUND ON PAGES 22 TO 83 OF AND APPENDIX A TO THE SCHEME DOCUMENT RESPECTIVELY. YOU ARE ADVISED AGAINST RELYING SOLELY ON THESE EXTRACTS, WHICH ARE ONLY MEANT TO DRAW ATTENTION TO THE OPINION OF THE IFA AND RECOMMENDATIONS OF THE DIRECTORS OF THE SB MANAGER AND THE SB INDEPENDENT DIRECTORS.

Timeline and Approvals Required



The Trust Scheme and the Australian Asset Disposal will be subject to approval of the SB Unitholders and various other conditions

SB Unitholder Approvals	Requirements
Amendment of SB Trust Deed (Extraordinary Resolution) *("SB Trust Deed Amendments Resolution")*	▪ Approval of not less than **75.0%** of the total number of votes cast(1)
The Australian Asset Disposal (Ordinary Resolution) ("*Australian Asset Disposal Resolution*")	▪ Approval of more than **50.0%** of the total number of votes cast(1) ▪ The Lim Family, Ms. Lim Cheng Hwa, Soilbuild Group Holdings Ltd. and the SB Manager have voluntarily agreed to abstain from voting
Approval for the Trust Scheme(2) ("*Trust Scheme Resolution*")	▪ Subject to the SB Trust Deed Amendments Resolution and the Australian Asset Disposal Resolution being approved by SB Unitholders, approval by a majority in number representing at least 75.0% in value of the total number of SB Units held by SB Unitholders present and voting by proxy(1) ▪ The outcome of the Trust Scheme Meeting will be decided **solely by independent SB Unitholders** ▪ The Offeror and its concert parties (including Offeror HoldCo, Blackstone SPV, SBGH, Ms. Lim Cheng Hwa and the Lim Family), and the common substantial SB Unitholders or shareholders (as the case may be) of SB REIT and the Offeror will abstain from voting

Other Approvals	Requirements
Court and Regulatory Approvals	▪ Court sanction for (1) convening of the Trust Scheme Meeting and (2) the approval of the Trust Scheme (if approved at the Trust Scheme Meeting) ▪ Satisfaction of regulatory approvals and other conditions

The Trust Scheme Resolution is contingent upon the approval of the SB Trust Deed Amendments Resolution and the Australian Asset Disposal Resolution

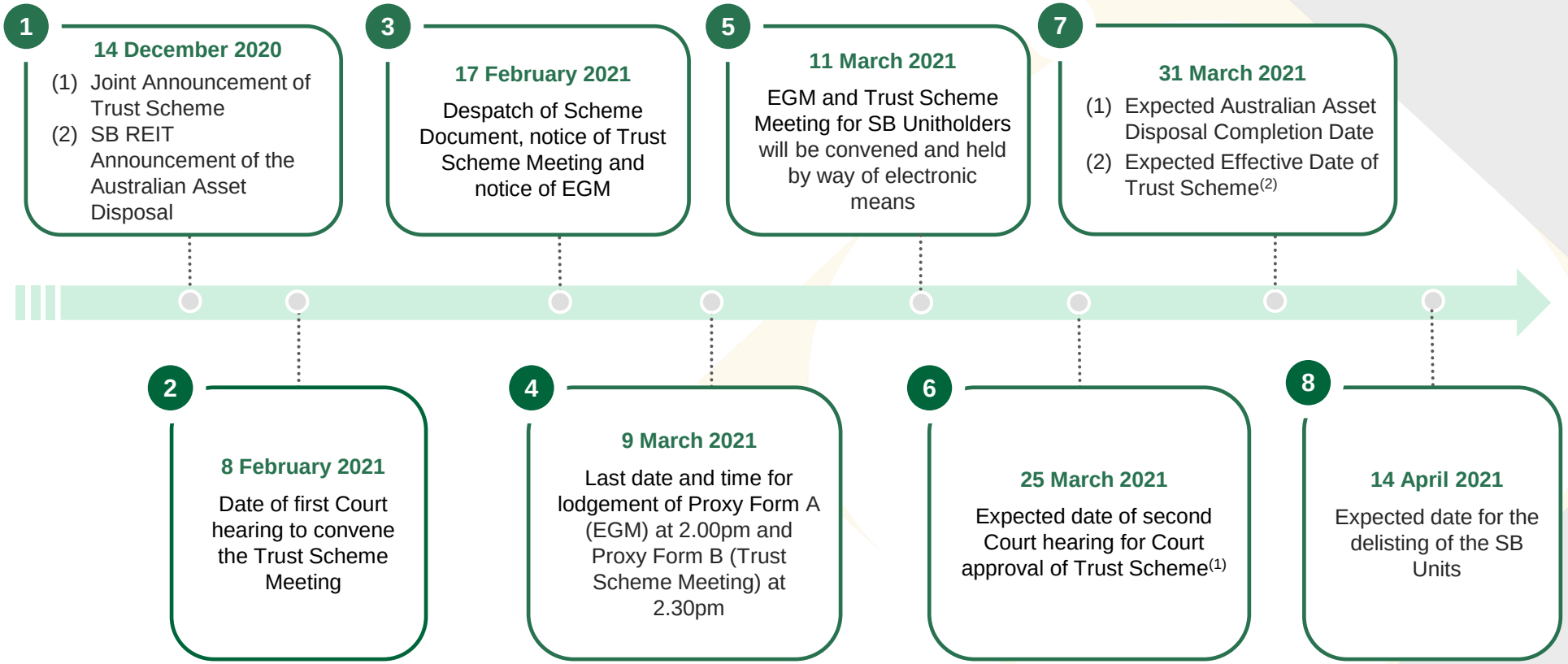
Notes:

(1) Due to the current COVID-19 situation in Singapore, SB Unitholders will not be able to attend the EGM and the Trust Scheme Meeting in person. If a SB Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM and the Trust Scheme Meeting, he/she/it must appoint the Chairman of the EGM and the Chairman of the Trust Scheme Meeting (as the case may be) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM and the Trust Scheme Meeting, respectively.

(2) The Trust Scheme Meeting will be adjourned if the SB Trust Deed Amendments Resolution and/or the Australian Asset Disposal Resolution are not passed at the EGM.

Expected Indicative Timeline

The Trust Scheme is expected to be effective by March 2021



Notes: The above timeline is indicative only and may be subject to change. For the events listed above that are described as "expected", please refer to future SGXNET announcement(s) by the SB Manager for the exact dates of these events.

(1) The date of the Court hearing to approve the Trust Scheme will depend on the date that is allocated by the Court.

(2) The Trust Scheme will become effective upon written notification to the MAS of the grant of the Trust Scheme Court Order, which shall be effected by or on behalf of the Offeror, the SB Trustee or the SB Manager immediately within the same Business Day of the satisfaction or waiver (as the case may be) of the completion of the Australian Asset Disposal, provided the remaining Scheme Conditions are satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement.

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