



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the holders of units of Sabana Shari’ah Compliant Industrial Real Estate Investment Trust (“**Sabana REIT**”, and the holders of units of Sabana REIT, “**Unitholders**”) will be held at Suntec Singapore Convention & Exhibition Centre, Hall 404, Level 4, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 28 April 2017 at 10.30 a.m. (or immediately after the conclusion of the annual general meeting of Sabana REIT to be held at 9.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing the following resolutions:

(All capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 6 April 2017 to Unitholders (the “Circular”).

1. RESOLUTION 1 (ORDINARY RESOLUTION)

That Sabana Real Estate Investment Management Pte. Ltd. be removed as the manager of Sabana REIT, details of which are set out in the Circular.

2. RESOLUTION 2 (ORDINARY RESOLUTION)

That direction be given to HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Sabana REIT) (the “**Trustee**”) to:

- (i) incorporate a wholly-owned subsidiary to replace Sabana Real Estate Investment Management Pte. Ltd. as the manager of Sabana REIT for the purpose of internalising the REIT management function; and
- (ii) search for qualified candidates to be appointed as the directors of the internalised REIT manager.

Resolution 2, if passed, shall be conditional upon and subject to the approval(s) of the relevant authorities for the wholly-owned subsidiary of Sabana REIT to act as the manager of Sabana REIT (including the MAS’ approval and waiver of the relevant restrictions and/or requirements in the Property Funds Appendix).

3. RESOLUTION 3 (EXTRAORDINARY RESOLUTION)

That:

- (i) direction be given for the orderly winding-up of Sabana REIT and pursuant thereto, for the divestment of all the properties of Sabana REIT, in the event the newly-incorporated subsidiary specified in Resolution 2 is not approved by the relevant authorities to act as the manager of Sabana REIT for whatever reason; and
- (ii) in this connection, the voluntary delisting of Sabana REIT from the Official List of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) under the Trust Deed, pursuant to which the Manager will terminate Sabana REIT in accordance with Clause 26.2.3 of the Trust Deed, be and is hereby approved.

4. RESOLUTION 4 (EXTRAORDINARY RESOLUTION)

That subject to and contingent upon Resolution 1 not being passed:

- (i) direction be given for the orderly winding-up of Sabana REIT; and
- (ii) in this connection, the voluntary delisting of Sabana REIT from the Official List of the SGX-ST under the Trust Deed, pursuant to which the Manager will terminate Sabana REIT in accordance with Clause 26.2.3 of the Trust Deed, be and is hereby approved.

BY ORDER OF THE BOARD

Sabana Real Estate Investment Management Pte. Ltd.

(as manager of Sabana Shari’ah Compliant Industrial Real Estate Investment Trust)

(Company Registration Number: 201005493K)

Mr Steven Lim Kok Hoong

Chairman and Independent Non-Executive Director

Singapore

6 April 2017

Notes:

- (1) A Unitholder who is not a relevant intermediary entitled to attend and vote at the EGM of Sabana 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 holding (expressed as a percentage of the whole) to be represented by each proxy.
- (2) A Unitholder who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than two proxies to attend and vote 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, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) The proxy form must be deposited at the Unit Registrar’s office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 no later than Tuesday, 25 April 2017 at 10.30 a.m., being 72 hours before the time fixed for the EGM of Sabana REIT.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of Sabana REIT 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 EGM of Sabana REIT (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of Sabana REIT (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 in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.