

CIRCULAR DATED 9 MAY 2024

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you have sold or transferred all your units (“Units”) in Sabana Industrial Real Estate Investment Trust (“**Sabana Industrial REIT**”), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting (the “**Notice of EGM**”) and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

**This Circular has not been examined or approved by Singapore Exchange Securities Trading Limited (the “SGX-ST”). The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**



## **SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST**

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

Managed by Sabana Real Estate Investment Management Pte. Ltd.

(Company Registration No. 201005493K)

### **CIRCULAR TO UNITHOLDERS IN RELATION TO THE RESOLUTIONS PROPOSED IN THE REQUISITION LETTER (AS DEFINED HEREIN)**

#### **IMPORTANT DATES AND TIMES FOR UNITHOLDERS**

Last date and time for lodgement of Proxy Forms	:	21 May 2024 at 5.00 p.m.
Date and time of the Extraordinary General Meeting (“ <b>EGM</b> ”) <sup>(1)</sup>	:	24 May 2024 at 5.00 p.m.
Place of EGM <sup>(1)</sup>	:	9 Straits View, Level 3 Auditorium, Marina One West Tower, Singapore 018937

**Note:**

- (1) The EGM will be held in a wholly physical format. **There will be no option for unitholders of Sabana Industrial REIT (“Unitholders”) to participate virtually.** (See paragraph 4 of the Letter to Unitholders and the Notice of EGM for further details.)

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## IMPORTANT NOTICE

Unitholders should review this Circular carefully. The risks described in this Circular relating to the Requisition (as defined herein) are by no means exhaustive or comprehensive, and there may be other risks in addition to those identified in this Circular which are not known to the Manager (as defined herein), or which may not be material now but which may turn out to be material in the future. Additional risks, whether known or unknown, may in the future have an impact on the implementation of the Resolution(s) or the business, financial condition, operations and prospects of Sabana Industrial REIT.

The value of 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 or any of its 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 the Manager to redeem or purchase their Units for so long as the Units are listed on 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.

The past performance of Sabana Industrial REIT is not indicative of the future performance of Sabana Industrial REIT. Similarly, the past performance of the Manager is not indicative of the future performance of the Manager.

This Circular may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

If you have sold or transferred all your Units, you should immediately forward this Circular, together with the Notice of EGM and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Unless otherwise expressly specified in this Circular, all information in this Circular is as at 3 May 2024, being the latest practicable date prior to the printing of this Circular (the "**Latest Practicable Date**").



## SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST

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

Managed by Sabana Real Estate Investment Management Pte. Ltd.

(Company Registration No. 201005493K)

### Directors of the Manager

Mr Tan Cheong Hin  
(Chairman and Independent Non-Executive Director)  
Mr Wong Heng Tew  
(Independent Non-Executive Director)  
Ms Lee Kia Jong Elaine (Mrs Elaine Lim)  
(Non-Independent Non-Executive Director)

### Registered Office

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

9 May 2024

To: Unitholders of Sabana Industrial REIT

Dear Sir/Madam

## 1. INTRODUCTION

### 1.1 Background

#### Receipt of requisition for EGM and the requisitioned resolutions<sup>1</sup>

On 26 March 2024, Sabana Real Estate Investment Management Pte. Ltd. (in its capacity as manager of Sabana Industrial REIT) (the “**Manager**”), announced that it had received a letter (the “**25 Mar Requisition Letter**”) from five unitholders of Sabana Industrial REIT (having an aggregate unitholding in Sabana Industrial REIT of more than 10%) (the “**Requisitionists**”), requesting the Manager to convene an extraordinary general meeting of Sabana Industrial REIT to consider certain resolutions (the “**Requisition**”). The request and the resolutions are contained in the 25 Mar Requisition Letter, a copy of which is set out in Schedule I of this Circular. The 25 Mar Requisition Letter was deposited at the registered office of the Manager on 25 March 2024.

On 19 April 2024, the Manager announced that it had received a letter from the Requisitionists dated 18 April 2024 (the “**Requisitionists 18 Apr Letter**”, and the 25 Mar Requisition Letter as supplemented by the Requisitionists 18 Apr Letter, the “**Requisition Letter**”). The Requisitionists 18 Apr Letter sought:

- to withdraw resolution 6 contained in the 25 Mar Requisition Letter; and
- to make certain modifications to resolutions 1, 2, 3, 4, 5 and 7 contained in the 25 Mar Requisition Letter.

<sup>1</sup> The Manager assumes no responsibility for any of the contents of the 25 Mar Requisition Letter (as defined herein) or the Requisitionists 18 Apr Letter (as defined herein), including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained therein. The views expressed in the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter should not be construed in any way as representing the views of the Manager.

A copy of the Requisitionists 18 Apr Letter is set out in Schedule III of this Circular. The Requisitionists 18 Apr Letter was deposited at the registered office of the Manager on 18 April 2024.

The resolutions contained in the 25 Mar Requisition Letter and as amended or withdrawn, as the case may be, by the Requisitionists 18 Apr Letter (collectively, the “**Resolutions**”) are set out in paragraph 1.3 of this Circular and in the Notice of EGM set out in Appendix G.

#### The Requisitionists

As at the Latest Practicable Date, the Requisitionists consist of five Unitholders who collectively hold approximately 13.74%<sup>2</sup> of the total issued units of Sabana Industrial REIT. Of the five Unitholders, Quarz Capital ASIA (Singapore) Pte. Ltd. (“**Quarz Capital**”) holds 13.73%, while the remaining four individual Unitholders collectively hold 0.01%.<sup>2</sup>

As mentioned in the Requisitionists 18 Apr Letter, the Requisitionists are also members of the Internalisation Committee.<sup>3</sup>

#### Statements issued since the extraordinary general meeting of Unitholders held on 8 March 2024<sup>4</sup>

Unitholders should note that since the extraordinary general meeting of Unitholders held on 8 March 2024 (the “**8 Mar 2024 EGM**”), HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Sabana Industrial REIT) (the “**Trustee**”) has issued various statements pertaining to and containing, *inter alia*, their updates on the Internalisation Process,<sup>5</sup> including the Trustee’s rationale for the amendments to the trust deed dated 29 October 2010 constituting Sabana Industrial REIT (the “**Trust Deed**”) that it was proposing for the purposes of the Internalisation (the “**Proposed Trust Deed Amendments**”). These statements include the following:

- statement issued by the Trustee dated 22 March 2024 (the “**Trustee 22 Mar Statement**”);
- statement issued by the Trustee dated 26 March 2024 (the “**Trustee 26 Mar Statement**”);
- statement issued by the Trustee dated 9 April 2024 (the “**Trustee 9 Apr Statement**”); and
- statement issued by the Trustee dated 26 April 2024 (the “**Trustee 26 Apr Statement**”),

2 The percentages are computed with reference to the number of Units held by the respective Unitholders (based on information available to the Manager as at the Latest Practicable Date, which in the case of Quarz Capital, is based on its Form 3 Notification Form for Changes in Interest of Substantial Shareholder(s)/Unitholder(s) as announced by the Manager on SGXNet on 6 July 2023) against the total of 1,125,055,242 Units in issue in the capital of Sabana Industrial REIT as at the Latest Practicable Date.

3 “**Internalisation Committee**” refers to the committee comprising Mr Imran Chng Pia Ser, Mr Lim Hock Chuan, Mr Havard Chi Cher Pan, Mr Low Chin Yee, Mr Jan Frederic Moermann and Mr Saha Anshuman Manabendranath.

4 The Manager assumes no responsibility for any of the contents of the Trustee Statements (as defined herein) or the Unitholders 5 Apr Letter (as defined herein), including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained therein. The views expressed in the Trustee Statements and the Unitholders 5 Apr Letter, should not be construed in any way as representing the views of the Manager.

5 Pursuant to the resolutions passed at the extraordinary general meeting of Unitholders held on 7 August 2023 (“**7 Aug 2023 EGM**”), the Trustee is directed by Unitholders to remove Sabana Real Estate Investment Management Pte. Ltd. as the manager of Sabana Industrial REIT and to effect the internalisation of the REIT management function of Sabana Industrial REIT (the “**Internalisation**”) by incorporating a subsidiary wholly owned by the Trustee and appointing such a subsidiary to act as the manager of Sabana Industrial REIT (the “**Internalisation Process**”).

(collectively, the “**Trustee Statements**”). The Trustee Statements were all announced on SGXNet.

The Manager has also received a letter from six other Unitholders, including Mr Chan Wai Kheong who wrote the letter, dated 5 April 2024 (the “**Unitholders 5 Apr Letter**”) stating their objections to the original resolutions contained in the 25 Mar Requisition Letter and the reasons for their objections. The Unitholders 5 Apr Letter was announced on SGXNet.

All these statements and letters are set out in the chronology of key events in Section 1.2 of this Letter to Unitholders below.

**UNITHOLDERS SHOULD REFER TO PARAGRAPH 2.2 OF THIS CIRCULAR FOR THE TRUSTEE’S CLARIFICATIONS AND VIEWS ON THE RESOLUTIONS.**

**IN PARTICULAR, UNITHOLDERS SHOULD READ CAREFULLY THE TRUSTEE 26 APR STATEMENT AS CONTAINED IN SCHEDULE IV OF THIS CIRCULAR, INCLUDING THE APPENDIX (INCLUDING PARAGRAPHS 2 TO 7 THEREIN) AND ANNEX CONTAINED THEREIN, IN ITS ENTIRETY FOR DETAILS OF THE TRUSTEE’S VIEWS IN RESPECT OF EACH OF THE RESOLUTIONS.**

**UNITHOLDERS SHOULD ALSO READ CAREFULLY THE TRUSTEE 9 APR STATEMENT AS CONTAINED IN SCHEDULE II OF THIS CIRCULAR, INCLUDING THE APPENDIX (INCLUDING PARAGRAPHS 14 TO 20 THEREIN) AND ANNEXES CONTAINED THEREIN, IN ITS ENTIRETY FOR THE TRUSTEE’S VIEWS ON THE ORIGINAL RESOLUTIONS PROPOSED BY THE REQUISITIONISTS IN THE 25 MAR REQUISITION LETTER AND ON THE PROPOSED TRUST DEED AMENDMENTS.**

**Unitholders should note that the information in this Circular is based on the information available as of the Latest Practicable Date.**

## **1.2 Chronology of Key Events**

The following sets out a chronology of key events that have taken place since the 8 Mar 2024 EGM, up to the Latest Practicable Date:

### 8 Mar 2024 EGM

- on 8 March 2024, the Manager convened an extraordinary general meeting of Unitholders relating to the Internalisation Process where certain resolutions were passed (the “**8 Mar 2024 Resolutions**”). Please refer to the results of EGM announcement dated 8 March 2024 for details of the 8 Mar 2024 Resolutions.

### The Trustee 22 Mar Statement and the Trustee 26 Mar Statement

- on 22 March 2024, the Trustee issued the Trustee 22 Mar Statement to update Unitholders on the 8 Mar 2024 Resolutions and the Internalisation Process. The Trustee 22 Mar Statement:
  - o stated that the Trustee had identified the necessary next steps for the implementation of the 8 Mar 2024 Resolutions and was reviewing the impact that the 8 Mar 2024 Resolutions have, or may have, on existing workstreams for the internalisation; and

- o updated Unitholders that the Trustee had informed the Court of its intention to seek leave to amend the Order 32 Application (as defined herein) to, amongst others, (i) modify and update the Proposed Trust Deed Amendments, and (ii) seek the guidance of the Court on the issue of whether the Manager and its shareholders and related parties ought to be permitted to vote on any resolution to amend the Trust Deed. Unitholders may refer to paragraph 2.2 of this Circular for more details on the Order 32 Application.

**A copy of the Trustee 22 Mar Statement is set out in its entirety in Appendix A of this Circular.<sup>6</sup>**

- on 26 March 2024, the Trustee issued the Trustee 26 Mar Statement to update Unitholders that it had arranged its first meeting with the Internalisation Committee on 25 March 2024, but the meeting did not occur as the members of the Internalisation Committee did not attend that meeting, because the Internalisation Committee wished to focus discussions on the Proposed Trust Deed Amendments and the Order 32 Application.<sup>7</sup> Please refer to the Trustee 26 Mar Statement for further details as to the background of this first scheduled meeting with the Internalisation Committee.

In particular, the Manager notes that in the Trustee 26 Mar Statement, the Trustee urged all Unitholders to respect the ongoing Court process and to allow for the issues before the Court to be appropriately heard by the Court and decided in an orderly manner. The Manager notes that the Trustee has also set out in paragraphs 9 and 10 of the Appendix to the Trustee 26 Mar Statement as contained in Appendix B of this Circular its position with regard to the Order 32 Application, as extracted below:

- “9. *The Trustee would like to state its position (as already communicated to the Internalisation Committee) for the benefit of all Unitholders:*
- (a) *the issues before the Court under the Order 32 Application concern the interpretation of the Trust Deed and are fundamentally issues of law;*
  - (b) *since the members of the Internalisation Committee are employees of Quarz (a party to the Order 32 Application) or other members of the SGIC, both of which have publicly disagreed with the Trustee on these issues, conflicts of interest arise;*
  - (c) *the Internalisation Committee is therefore not the appropriate forum to discuss the Trust Deed amendments and the Order 32 Application; and*

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6 The Manager assumes no responsibility for any of the contents of the Trustee 22 Mar Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 22 Mar Statement.

7 In particular, paragraphs 6, 7 and 8 of the Appendix to the Trustee 26 Mar Statement as contained in Appendix B of this Circular noted the reason as to why the Internalisation Committee did not attend the meeting, as extracted below:

“6. *The Trustee understands that the Internalisation Committee did not attend the meeting because the Internalisation Committee wished to focus discussions on the proposed Trust Deed amendments and the Order 32 Application.*

7. *The Trustee notes that some Unitholders (including Quarz and members of the SGIC) have differing views from the Trustee on, amongst others, whether proposed Trust Deed amendments are required to implement the internalisation and whether an extraordinary general meeting can be convened to consider the proposed Trust Deed amendments.*

8. *It is for this reason that the Trustee had on 9 January 2024 submitted the Order 32 Application to clarify these key issues and steps for the internalisation process and to ensure that the views of all Unitholders are properly considered in an appropriate forum.”*

(d) such issues of law are appropriately heard and should be resolved by the Court as the appropriate forum.

10. **The Trustee therefore urges all Unitholders to respect the ongoing Court process and to allow for these issues to be appropriately heard by the Court and decided in an orderly manner. A decision by the Court on the Order 32 Application will provide clarity for all Unitholders.**

**A copy of the Trustee 26 Mar Statement is set out in its entirety in Appendix B of this Circular.<sup>8</sup>**

#### The 25 Mar Requisition Letter

- on 25 March 2024, the Manager received the 25 Mar Requisition Letter from the Requisitionists.

#### Quarz Capital 5 Apr Statement and ESR Group 8 Apr Letter on defamation

- on 5 April 2024, Quarz Capital issued a statement on behalf of Quarz Capital, Quarz Capital Management Ltd, Mr Jan Frederic Moermann, Mr Havard Chi Cher Pan and Mr Klaus Wille (the “**Quarz Capital 5 Apr Statement**”), which was announced on SGXNet. In the Quarz Capital 5 Apr Statement, Quarz Capital noted that ESR Group Limited (“**ESR Group**”) and E-Shang Infinity Cayman Limited (the “**ESR Claimants**”) had on 31 July 2023 commenced legal proceedings in the High Court of Singapore in HC/OC 492/2023 against Quarz Capital, Quarz Capital Management Ltd, Mr Jan Frederic Moermann, Mr Havard Chi Cher Pan and Mr Klaus Wille (the “**Quarz Defendants**”). In particular, the Quarz Capital 5 Apr Statement stated the following:
  - “2. In OA 492, the [ESR Claimants] alleged that the [Quarz Defendants] are liable to them for defamation, malicious falsehoods and/or conspiracy relating to statements published in or around 7 June 2023 to 26 July 2023 (collectively, the “Publications”). The statements were published in the context of a requisition for an extraordinary general meeting of unitholders of the Sabana Industrial Real Estate Investment Trust (“Sabana REIT”) to vote for the internalisation of Sabana REIT. A list of the Publications is set out in the Schedule.
  3. The [Quarz Defendants] confirm that the statements in the Publications were not intended to defame, or publish falsehoods relating to the [ESR Claimants]. As stated in their public letter dated 19 July 2023, the [Quarz Defendants]’ statement that the removal of the external Sabana Manager will result in “cost savings to Sabana REIT of about ~S\$7.25m of fees” was incorrect, and an error. The [Quarz Defendants] also clarify that their statements about “scare tactics” being used against unitholders of Sabana REIT were not references to the [ESR Claimants]. The [Quarz Defendants] reiterate that their statements about a potential conflict of interest should not be understood to mean that the [ESR Claimants] had intended to act or were acting in actual or potential conflict of interest. The [Quarz Defendants] harbour no malice against the [ESR Claimants], and as a gesture of goodwill, will take down all Publications from sources within their reasonable control.
  4. Without any admission of liability whatsoever, the [Quarz Defendants] will not make the above allegations against the [ESR Claimants].

<sup>8</sup> The Manager assumes no responsibility for any of the contents of the Trustee 26 Mar Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Mar Statement.



5. *In light of the foregoing, the parties wish to inform all unitholders that they have now reached a resolution of the Suit without any admission of liability.”*

**A copy of the Quarz Capital 5 Apr Statement is set out in its entirety in Appendix D of this Circular.<sup>9</sup>**

- on 8 April 2024, ESR Group issued a letter (the “**ESR Group 8 Apr Letter**”), which was announced on SGXNet. In the ESR Group 8 Apr Letter, ESR Group stated, among others, the following:

*“ESR Group took legal action against Quarz and its executives (Jan Frederic Moermann, Havard Chi and Klaus Wille) for claims of defamation, malicious falsehoods and conspiracy in connection with various publications spanning from 7 June 2023 up to 26 July 2023. These publications were shared widely on Quarz’s website and other sources within their control in the leadup to the EGM on 7 August 2023 for the internalisation requisition.*

*Quarz has agreed to remove all of these publications as part of a settlement and its allegations against ESR Group and in respect of the internalisation have been shown to be erroneous or misguided.*

- As part of its settlement, Quarz has clearly stated that its cost-saving figure was incorrect and erroneous: “‘cost savings to Sabana REIT of about ~S\$7.25m of fees’ was incorrect, and an error”.
- *It has admitted that its statements “should not be understood to mean that [ESR Group] had acted or were acting in actual or potential conflict of interest”*
- *It has admitted that it was not alleging that ESR Group used “scare tactics” against unitholders of Sabana REIT.*

*Quarz has also confirmed that it will not be making the above allegations against ESR Group in the future.”*

**A copy of the ESR Group 8 Apr Letter is set out in its entirety in Appendix E of this Circular.<sup>10</sup>**

#### The Unitholders 5 Apr Letter

- on 5 April 2024, the Manager received the Unitholders 5 Apr Letter from six Unitholders. In the Unitholders 5 Apr Letter, these Unitholders stated their objections to the original resolutions contained in the 25 Mar Requisition Letter and the reasons for their objections.

**A copy of the Unitholders 5 Apr Letter is set out in its entirety in Appendix C of this Circular.<sup>11</sup>**

<sup>9</sup> The Manager assumes no responsibility for any of the contents of the Quarz Capital 5 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Quarz Capital 5 Apr Statement. The views expressed in the Quarz Capital 5 Apr Statement should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

<sup>10</sup> The Manager assumes no responsibility for any of the contents of the ESR Group 8 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the ESR Group 8 Apr Letter. The views expressed in the ESR Group 8 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

<sup>11</sup> The Manager assumes no responsibility for any of the contents of the Unitholders 5 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Unitholders 5 Apr Letter. The views expressed in the Unitholders 5 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

## The Trustee 9 Apr Statement

- on 9 April 2024, the Trustee issued the Trustee 9 Apr Statement. In the Trustee 9 Apr Statement, the Trustee:
  - o provided further information on the indicative timeline of the Internalisation Process, as well as on the costs of the Internalisation Process incurred between 1 January 2024 and 31 March 2024;
  - o provided updates on the Trustee's engagement with ESR Group and its relevant related entities pursuant to Resolution 1 of the 8 Mar 2024 Resolutions; and
  - o provided its clarifications and views on the original resolutions contained in the 25 Mar Requisition Letter.

**In particular, the Manager notes that the Trustee has set out in paragraphs 18(a) and 20 of the Appendix to the Trustee 9 Apr Statement its rationale for the updated set of Proposed Trust Deed Amendments, as extracted below:**

"18. ...

- (a) *The Proposed Trust Deed Amendments have been carefully formulated by the Trustee and its advisers to implement a compliant, functional and sustainable internalised management structure, for the protection of all Unitholders. The removal of the Proposed Trust Deed Amendments from the Trust Deed may result in ambiguities in the Trust Deed and cause prejudice to the operation and management of Sabana Industrial REIT and accordingly, its Unitholders.*

...

- 20. *In order to provide Unitholders full context in their consideration of issues relating to the Proposed Trust Deed Amendments, Annex C sets out an updated summary of the Proposed Trust Deed Amendments, which have taken into account the clarifications and waivers from the Monetary Authority of Singapore ("MAS") to-date as well as the relevant 8 March 2024 Resolutions.*

***Annex C*** also contains (a) a brief rationale for each Proposed Trust Deed Amendment, (b) certain identified risks which may affect Sabana Industrial REIT and/or its Unitholders in the event such amendment is not adopted, and (c) a brief explanation of why it would not be appropriate for the Trustee to certify such amendments. **Unitholders are advised to carefully consider and evaluate the information set out in Annex C.**"

**A copy of the Trustee 9 Apr Statement is set out in its entirety in Schedule II of this Circular.<sup>12</sup>**

**Unitholders should read carefully the Trustee 9 Apr Statement, including the Appendix and Annexes contained therein, including Annex C to the Trustee 9 Apr Statement which contains the Trustee's updated summary of the Proposed Trust Deed Amendments, in its entirety.**

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<sup>12</sup> The Manager assumes no responsibility for any of the contents of the Trustee 9 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 9 Apr Statement.

**Unitholders should note that the Trustee’s clarifications and views as set out in the Trustee 9 Apr Statement were based on the original resolutions contained in the 25 Mar Requisition Letter, which have since been modified or, as the case may be, withdrawn by the Requisitionists in the Requisitionists 18 Apr Letter.**

**Unitholders are advised to read the Trustee 9 Apr Statement taking into account the updated Resolutions and the Trustee 26 Apr Statement.**

#### The Manager’s 15 April 2024 Announcement

- on 15 April 2024, the Manager announced that it had verified the unitholdings of the Requisitionists and stated its intention to convene the EGM pursuant to the 25 Mar Requisition Letter for the purposes of considering the original resolutions proposed in the 25 Mar Requisition Letter.

#### The Requisitionists 18 Apr Letter

- on 18 April 2024, the Manager received the Requisitionists 18 Apr Letter from the Requisitionists. In the Requisitionists 18 Apr Letter, the Requisitionists:
  - o withdrew resolution 6 contained in the 25 Mar Requisition Letter; and
  - o made modifications to resolutions 1, 2, 3, 4, 5 and 7 contained in the 25 Mar Requisition Letter.

**A copy of the Requisitionists 18 Apr Letter is set out in its entirety in Schedule III of this Circular.<sup>13</sup>**

#### Singapore Exchange Regulation’s 18 April 2024 Letter

- on 22 April 2024, the Manager announced that it had received a letter from Singapore Exchange Regulation (“**SGX RegCo**”) dated 18 April 2024 (the “**SGX RegCo 18 Apr Letter**”). In the SGX RegCo 18 Apr Letter, SGX RegCo has stated its view that there is no requirement under the Listing Manual of the SGX-ST (the “**Listing Manual**”) for ESR Group and its related parties to be disenfranchised from voting on the Proposed Trust Deed Amendments, provided that the Proposed Trust Deed Amendments are not proposed to benefit the interest of any specific Unitholder, and is to effect the internalisation.

**A copy of the SGX RegCo 18 Apr Letter is set out in its entirety in Appendix F of this Circular. Unitholders are advised to refer to Appendix F for details.**

#### The Trustee 26 Apr Statement

- on 26 April 2024, the Trustee issued the Trustee 26 Apr Statement. In the Trustee 26 Apr Statement, the Trustee:
  - o provided its clarifications and views on the Resolutions;
  - o updated Unitholders that the Trustee has amended the Order 32 Application to reflect the updated Proposed Trust Deed Amendments as disclosed in the Trustee 9 Apr Statement and to add a specific prayer pursuant to the directions of Unitholders under Resolution 10 of the 8 Mar 2024 Resolutions;

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<sup>13</sup> The Manager assumes no responsibility for any of the contents of the Requisitionists 18 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Requisitionists 18 Apr Letter. The views expressed in the Requisitionists 18 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

- o updated Unitholders that the Monetary Authority of Singapore (“MAS”) has, further to the Trustee’s application to seek the MAS’ guidance and views on the issue of whether the Manager and its shareholders and related parties ought to be permitted to vote on any resolution to amend the Trust Deed, on 24 April 2024, responded that this issue relates to Rule 748(5) of the Listing Manual and noted the SGX RegCo’s view as set out in the SGX RegCo 18 Apr Letter; and
- o updated Unitholders that the Trustee and the Internalisation Committee had agreed to schedule a meeting to be held on 24 April 2024, but the meeting was subsequently postponed and the Internalisation Committee proposed amendments to the Trustee’s proposed terms of reference for the Internalisation Committee that were disclosed in the Trustee 26 Mar Statement, which the Trustee said it would review and consider for the protection of all Unitholders’ interests, and work with the Internalisation Committee towards a consensus on this matter.

In particular, the Trustee has also stated in paragraph 9 of the Appendix to the Trustee 26 Apr Statement that as at the date of the Trustee 26 Apr Statement, **the Court hearing date for the Order 32 Application has been set for 21 May 2024.**

The Trustee has also set out in paragraphs 6, 14 and 15 of the Appendix to the Trustee 26 Apr Statement its views on the Order 32 Application, as extracted below:

*“6. Many of the issues raised by the Latest Requisitioned Resolutions are issues of law and legal interpretation, which will be appropriately considered by the Court via the Trustee’s ongoing Order 32 Application. ... The Trustee urges all Unitholders to wait for the Court’s decision so that Unitholders’ position on the Latest Requisitioned Resolutions can be informed accordingly.*

...

*14. In the interests of certainty, clarity and efficiency for the implementation of the internalisation, the Trustee is working with all parties to progress the Order 32 Application as expeditiously as practicable.*

*15. The Trustee however wishes to highlight to Unitholders that the occurrence of further contingencies and events beyond the Trustee’s control which pertain to the subject matters of the Order 32 Application (including the Latest Requisitioned Resolutions) may result in further costs and delay in the progress of the Order 32 Application and the internalisation as a whole.”*

**Unitholders should read carefully the Trustee 26 Apr Statement, including the Appendix and Annex contained therein, in its entirety for details of the Trustee’s views in respect of each of the Resolutions.**

**Unitholders should refer to paragraph 2.2.2 of this Circular for extracts of the Trustee’s clarifications and views on the updated Resolutions.**

**A copy of the Trustee 26 Apr Statement is set out in its entirety in Schedule IV of this Circular.<sup>14</sup>**

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<sup>14</sup> The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.

### 1.3 Purpose of this Circular

The Manager is convening the EGM pursuant to the Requisition Letter in accordance with its duty to do so under the Trust Deed and to discharge its statutory duty under paragraph 4.2 of Appendix 6 of the Code on Collective Investment Schemes issued by the MAS (the “**Property Funds Appendix**”) read with Section 176 of the Companies Act 1967.

The EGM will be held at 9 Straits View, Level 3 Auditorium, Marina One West Tower, Singapore 018937 on 24 May 2024 at 5.00 p.m. for Unitholders to consider the following Resolutions proposed by the Requisitionists pursuant to the Requisition Letter, details of which are contained in the Notice of EGM set out on pages G-1 to G-4 of this Circular:

**Resolution 1  
(Ordinary Resolution<sup>15</sup>):** That the Trustee be directed not to amend the Trust Deed related to clearly and expressly authorizing Sabana Industrial REIT to hold unlisted shares in a company providing internal REIT management functions as provided in Annex C S/N 1 of the Trustee letter on 9 April 2024.

**Resolution 2  
(Ordinary Resolution):** That the Trustee be directed not to amend the Trust Deed, including Clause 16.4 of the Trust Deed related to investing the monies of Sabana Industrial REIT in the Manager.

**Resolution 3  
(Ordinary Resolution):** That the Trustee be directed to incorporate the relevant provisions of the Securities and Futures Act 2001, Guidelines to All Holders of Capital Markets Services License for Real Estate Investment Trust Management and/or any licensing conditions of the REIT manager as defined and described by the Trustee in its presentation on 8 March 2024, and in Annex C S/N 2 and 3 of its letter on 9 April 2024 in the constitution, management contract of the Internal Manager, Sabana Industrial REIT’s website, circulars, annual reports and/or any other means, such that no Trust Deed amendments are required.

**Resolution 4  
(Ordinary Resolution):** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed and/or any other clauses related to lending, borrowing and raising money for the Manager as provided in Annex C S/N 4 of the Trustee letter on 9 April 2024.

**Resolution 5  
(Ordinary Resolution):** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed and/or any other clauses related to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore as provided in Annex C S/N 5 of the Trustee letter on 9 April 2024.

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15 “**Ordinary Resolution**” means a resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed.

**Resolution 6  
(Ordinary Resolution):**

That the Trustee be directed to inform unitholders immediately and consult with MAS and the Internalisation Committee on all other proposed Trust Deed amendments and seek regulatory waivers and/or directions from MAS, such that no Trust Deed amendments are required unless Trustee certification can be provided to ensure that the Internalisation can be successfully implemented.

The purpose of this Circular is to provide Unitholders with relevant information relating to the Resolutions.

## **2. THE PROPOSED RESOLUTIONS**

### **2.1 The Requisitionists' reasons for the Resolutions proposed**

In the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter, the Requisitionists have provided reasons for the Resolutions proposed by them. Unitholders may refer to the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter for more details on their rationale for the Requisition.

**Copies of the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter are set out in their entirety in Schedule I and Schedule III of this Circular respectively.<sup>16</sup>**

### **2.2 The Trustee's clarifications and views on the Resolutions**

#### **2.2.1 The Order 32 Application and the Trustee's updates on the status of the Order 32 Application**

Unitholders should note that the Trustee had, prior to the 8 Mar 2024 EGM, announced in its statement issued to Unitholders on 9 January 2024 that it had filed an originating application with the High Court of Singapore under Order 32 of the Rules of Court 2021 of Singapore to seek certain orders. Subsequently, as announced in the Trustee 26 Apr Statement, the Order 32 Application has, amongst others, been amended (the "**Amended Order 32 Application**") to reflect the updated Proposed Trust Deed Amendments as disclosed in Annex C of the Trustee 9 Apr Statement. A specific prayer has also been added pursuant to the directions of Unitholders under Resolution 10 of the 8 Mar 2024 EGM. For Unitholders' information, the prayers being sought, as stated in the Appendix of the Trustee 26 Apr Statement, are as follows:

*"10(a) a declaration that amendments to the Trust Deed are required to implement the resolutions approved at the extraordinary general meeting of the Unitholders held on 7 August 2023;*

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<sup>16</sup> The Manager assumes no responsibility for any of the contents of the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter. The views expressed in the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

- 10(b) *a declaration that the Trustee’s power under Clause 28.2.1 of the Trust Deed to certify that amendments to the Trust Deed do not materially prejudice the interests of the Unitholders and do not operate to release to any material extent the Trustee or Manager from any responsibility to the Unitholders, is in the nature of a discretion rather than an obligation;*
- 10(c) *a declaration that the Trustee is at liberty to convene an extraordinary general meeting of the Unitholders in accordance with the requirements of the Trust Deed and the [Code on Collective Investment Schemes issued by the MAS] to consider the Proposed Trust Deed Amendments;*
- 10(d) *liberty to apply to Court for further directions in the event an extraordinary general meeting is convened;*
- 10(e) *in the event that the Trustee convenes an [extraordinary general meeting] of the Unitholders to consider the Proposed Trust Deed Amendments, a declaration on:*
- (i) *whether the Manager and its shareholders and related parties are in a conflict of interest situation where any resolution to amend the Trust Deed, if passed, will affect their fee income from the existing Manager; and*
- (ii) *whether the Manager and its shareholders and related parties ought to be permitted to vote in relation to any such resolution to amend the Trust Deed for the reason stated at the prayer described in paragraph 10(e)(i) or for any other reason,*
- (the “Voting Prayer”);*
- 10(f) *in the event the Court does not grant any or all of the prayers set out in paragraphs 10(a) to 10(e), liberty to apply to Court for directions as to the method in which the Trustee shall implement the internalisation of the REIT management function;*
- 10(g) *costs for the Order 32 Application to be provided for; and*
- 10(h) *such further or other relief as the Court deems fit.”*

In the context of the EGM and the proposed Resolutions, Unitholders should note in relation to sub-paragraph 10(a) quoted above, that the Trustee is seeking that the High Court determine whether amendments to the Trust Deed are required to implement the resolutions approved at the 7 Aug 2023 EGM.

The Trustee also updated that **the Court hearing date for the Order 32 Application has been set for Tuesday, 21 May 2024.**

**A copy of the Trustee 26 Apr Statement is set out in its entirety in Schedule IV of this Circular.<sup>17</sup>**

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<sup>17</sup> The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.

## 2.2.2 The Trustee's statements to Unitholders setting out its clarifications and views on the Resolutions

The Trustee has issued the Trustee 9 Apr Statement and the Trustee 26 Apr Statement in response to the Resolutions set out in the Requisition Letter.

**A copy of the Trustee 9 Apr Statement is set out in its entirety in Schedule II of this Circular.<sup>18</sup> A copy of the Trustee 26 Apr Statement is set out in its entirety in Schedule IV of this Circular.<sup>19</sup>**

The Trustee's views on the potential prejudice to Sabana Industrial REIT and its Unitholders if the Resolutions are passed

In particular, the Trustee has in the Trustee 9 Apr Statement and the Trustee 26 Apr Statement highlighted, among others, the Trustee's clarifications and views on the Resolutions and the potential prejudice to Sabana Industrial REIT and its Unitholders, as well as the issues associated with the implementation of the Resolutions, if passed.

**A copy of the Trustee 9 Apr Statement is set out in its entirety in Schedule II of this Circular.<sup>20</sup> A copy of the Trustee 26 Apr Statement is set out in its entirety in Schedule IV of this Circular.<sup>21</sup>**

In the Appendix of the Trustee 26 Apr Statement, the Trustee stated its views on the Resolutions as follows:

"Trustee's Views on the Latest Requisitioned Resolutions

2. *The Trustee urges Unitholders to carefully consider all the information that has been publicly disclosed, in particular, the Trustee's Statement dated 9 April 2024, where the Trustee set out its views on the 2nd Requisitioned Resolutions,<sup>[22]</sup> most of which remain applicable to the Latest Requisitioned Resolutions. The Trustee cautions that **the Latest Requisitioned Resolutions, if passed, may not be capable of being implemented in full or may cause prejudice to Sabana Industrial REIT and its Unitholders.***

18 The Manager assumes no responsibility for any of the contents of the Trustee 9 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 9 Apr Statement.

19 The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.

20 The Manager assumes no responsibility for any of the contents of the Trustee 9 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 9 Apr Statement.

21 The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.

22 Unitholders are advised to refer to Annex B of the Trustee 9 Apr Statement for details. The Manager assumes no responsibility for any of the contents of the Trustee 9 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 9 Apr Statement.



3. *In effect, by requisitioning a further EGM to direct the Trustee by ordinary resolution (i.e. more than 50% of votes) not to amend the Trust Deed altogether and accordingly to implement the internationalisation without such amendments, the Latest Requisitioned Resolutions seek to avoid the tabling of an extraordinary resolution (i.e. 75% or more of votes) relating to amendments to the Trust Deed for Unitholders' proper consideration and approval.*
4. *As stated previously, the Proposed Trust Deed Amendments have been carefully considered by the Trustee and its advisers. The Proposed Trust Deed Amendments are intended, holistically, to allow for a compliant, functional and sustainable internalised management structure and for the internal manager to operate going forward. ...*
5. *The Trustee remains of the view that if the internalisation is effected without the Proposed Trust Deed Amendments, this could be prejudicial to the interests of Unitholders. The absence of clear and proper Trust Deed provisions would give rise to ambiguities, possible allegations of breach of Trust Deed provisions and/or prejudice to the operation and management of Sabana Industrial REIT.*
6. *Many of the issues raised by the Latest Requisitioned Resolutions are issues of law and legal interpretation, which will be appropriately considered by the Court via the Trustee's ongoing Order 32 Application. ... The Trustee urges all Unitholders to wait for the Court's decision so that Unitholders' position on the Latest Requisitioned Resolutions can be informed accordingly."*

The Trustee had in the Trustee 9 Apr Statement set out its views on the original resolutions contained in the 25 Mar Requisition Letter as follows:

- "18. The Trustee considers that *these 2nd Requisitioned Resolutions, if passed, may not be capable of being implemented in full or may cause prejudice to Sabana Industrial REIT and its Unitholders*, for the following reasons:**
- (a) *The Proposed Trust Deed Amendments have been carefully formulated by the Trustee and its advisers to implement a compliant, functional and sustainable internalised management structure, for the protection of all Unitholders. The removal of the Proposed Trust Deed Amendments from the Trust Deed may result in ambiguities in the Trust Deed and cause prejudice to the operation and management of Sabana Industrial REIT and accordingly, its Unitholders.*
  - (b) *Regulators are the appropriate authorities for regulatory matters within their jurisdiction but not necessarily for issues of law. Issues of law relating to the interpretation and application of the Trust Deed are appropriately heard and should be resolved by the Court as the appropriate forum.*
  - (c) *Some of the 2nd Requisitioned Resolutions disregard the very issues of law and legal interpretation to be put forth for consideration by the Court pursuant to the Order 32 Application. For example, some of these key issues of law and legal interpretation relate to:*
    - (i) *whether amendments to the Trust Deed are required to provide for the new internal management structure; and/or*
    - (ii) *whether it is appropriate for the Trustee to certify the Proposed Trust Deed Amendments.*

*The Trustee urges all Unitholders to respect the ongoing Court process and to allow for these issues relating to the Proposed Trust Deed Amendments to be appropriately heard by the Court via the Order 32 Application and decided in an orderly manner.*

*Piecemeal proposals that are not fully formed, just to avoid an EGM which will allow all Unitholders to properly consider all matters relating to the internalisation (including the set of Proposed Trust Deed Amendments) on an informed and holistic basis, do not serve the interests of Sabana Industrial REIT and its Unitholders.”*

#### The Trustee’s specific views on the specific Resolutions

The Trustee’s rationale for the Proposed Trust Deed Amendments which are the subject of the Resolutions, including the risks if they are not adopted, are set out in Annex C of the Trustee 9 Apr Statement.

The Trustee has in the Trustee 9 Apr Statement and the Trustee 26 Apr Statement further set out its views on the Resolutions.

**A copy of the Trustee 9 Apr Statement is set out in its entirety in Schedule II of this Circular.<sup>23</sup> A copy of the Trustee 26 Apr Statement is set out in its entirety in Schedule IV of this Circular.<sup>24</sup>**

In response to the Resolutions, the Trustee has stated its views on the Resolutions generally in the Annex of the Trustee 26 Apr Statement contained in Schedule IV of this Circular, as follows:

***“(b) In addition, certain provisions of the Trust Deed if not amended, may result in a breach of the Trust Deed and/or facilitate a breach of the Trust Deed by the Trustee. As such, if the resolutions are passed, there is a question as to how the internalisation may be legally effectuated without being in breach of the Trust Deed.***

***(c) The Trustee may have to incur further costs and expenses to seek clarification, including from the Court, as to their implementation if these resolutions are passed.”***

<sup>23</sup> The Manager assumes no responsibility for any of the contents of the Trustee 9 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 9 Apr Statement.

<sup>24</sup> The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.

In particular, the Trustee's views as set out in the Trustee 9 Apr Statement (contained in Schedule II) and the Trustee 26 Apr Statement (contained in Schedule IV), including on the rationale for the relevant Proposed Trust Deed Amendments referred to in each relevant Resolution, are set out below.

<b>Resolution 1 (Ordinary Resolution):</b>	That the Trustee be directed not to amend the Trust Deed related to clearly and expressly authorizing Sabana Industrial REIT to hold unlisted shares in a company providing internal REIT management functions as provided in Annex C S/N 1 of the Trustee letter on 9 April 2024.
<b>Resolution 2 (Ordinary Resolution):</b>	That the Trustee be directed not to amend the Trust Deed, including Clause 16.4 of the Trust Deed related to investing the monies of Sabana Industrial REIT in the Manager.
<b>Resolution 3 (Ordinary Resolution):</b>	That the Trustee be directed to incorporate the relevant provisions of the Securities and Futures Act 2001, Guidelines to All Holders of Capital Markets Services License for Real Estate Investment Trust Management and/or any licensing conditions of the REIT manager as defined and described by the Trustee in its presentation on 8 March 2024, and in Annex C S/N 2 and 3 of its letter on 9 April 2024 in the constitution, management contract of the Internal Manager, Sabana Industrial REIT's website, circulars, annual reports and/or any other means, such that no Trust Deed amendments are required.

*Trustee's rationale for these Trust Deed amendments*

The Trustee's rationale for this Trust Deed amendment in relation to this Resolution 1 is set out in S/N 1 of Annex C of the Trustee 9 Apr Statement.

The Trustee's rationale for this Trust Deed amendment in relation to this Resolution 2 is set out in S/N 2 and 5 of Annex C of the Trustee 9 Apr Statement.

The Trustee's rationale for this Trust Deed amendment in relation to this Resolution 3 is set out in S/N 2 and 3 of Annex C of the Trustee 9 Apr Statement.

### Trustee's views on these Resolutions

The Trustee has stated its views on these Resolutions in Annex B of the Trustee 9 Apr Statement, as follows:

#### "The Proposed Trust Deed Amendments are Necessary to Effect the Internalisation"

- (a) *The Proposed Trust Deed Amendments to (i) Clause 16.4 of the Trust Deed; and (ii) provide for compliance with certain legal and regulatory requirements in respect of the shareholders of the New Internalised Manager as a capital markets services licence holder (the "Regulatory Requirements"), have been identified by the Trustee, in consultation with its advisers, as part of the suite of amendments to the Trust Deed that as a whole are necessary to effect the internalisation in a prudent and compliant manner.*

*In particular, if Clause 16.4 of the Trust Deed is not amended, trust monies will not be permitted to be invested into securities of the New Internalised Manager. ...*

#### Summary of the Trustee's View on Resolutions 2 and 3

- (b) *In summary:*

- (i) *there is no certainty that Resolutions 2 and 3 ..., if passed, can be implemented to circumvent the need to table the relevant Proposed Trust Deed Amendments for Unitholders' approval;*
- (ii) *in fact, these resolutions, if implemented, may cause prejudice to Unitholders and Sabana Industrial REIT; and*
- (iii) *the Trustee may have to incur further costs and expenses to seek clarification, including from the Court, as to their implementation if these resolutions are passed.*

...

#### Incorporation into New Internalised Manager's Constitution, Management Contract, and/or By Any Other Means

- (f) *The Trustee disagrees with the suggestion in Resolution 3 ... to incorporate the Regulatory Requirements in the New Internalised Manager's constitution, management contract, and/or by any other means. The Trustee is of the view that these provisions ought to be incorporated into the Trust Deed to bind all Unitholders to the Regulatory Requirements, for the protection and stability of the New Internalised Manager and Sabana Industrial REIT."*

### Trustee's clarifications in respect of these Resolutions

The Trustee has provided clarifications in respect of Resolutions 1, 2 and 3 in paragraphs (d) and (e) of the Annex of the Trustee 26 Apr Statement, extracts of the clarifications are set out in the section titled "The Trustee's further clarification on the Requisitionists citing Croesus Retail Trust" in this Circular.

**Resolution 4 (Ordinary Resolution):** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed and/or any other clauses related to lending, borrowing and raising money for the Manager as provided in Annex C S/N 4 of the Trustee letter on 9 April 2024.

Trustee's rationale for this Trust Deed amendment

The Trustee's rationale for this Trust Deed amendment in relation to this Resolution 4 is set out in S/N 4 of Annex C of the Trustee 9 Apr Statement.

Trustee's views on this Resolution

The Trustee has stated its views on this Resolution in Annex B of the Trustee 9 Apr Statement, as follows:

"The Proposed Trust Deed Amendments are Necessary to Effect the Internalisation"

- (a) *The Proposed Trust Deed Amendments to Clause 10.12 of the Trust Deed have been identified by the Trustee, in consultation with its advisers, as part of the suite of amendments to the Trust Deed that as a whole are necessary to effect the internalisation in a prudent and compliant manner.*

Trustee's Views on Resolution 4

...

- (c) *It is unclear to the Trustee how an important issue such as the funding structure of the New Internalised Manager can be implemented without approval by Unitholders. ...*

Removing Proposed Trust Deed Amendments to Clause 10.12

- (d) *The Trustee is of the view that the implementation of Resolution 4 ... if passed, to remove the Proposed Trust Deed Amendments to Clause 10.12, may not be appropriate and could even prejudice Unitholders and Sabana Industrial REIT.*
- (e) *To provide further context:*
- (i) *In the Trust Deed, there are presently no express provisions allowing for (A) Sabana Industrial REIT to borrow or raise money from external lenders to fund the operations of the New Internalised Manager, and (B) Sabana Industrial REIT to lend money to the New Internalised Manager.*
- (ii) *If Sabana Industrial REIT is not expressly permitted under the Trust Deed to borrow or raise money to fund the operations of the New Internalised Manager, it may pose challenges to the operations of Sabana Industrial REIT under the new internalised structure going forward, in the event that Sabana Industrial REIT otherwise does not have sufficient income to sustain the operations of the New Internalised Manager and no alternative options emerge to address this shortfall.*

(iii) *In the event that the Proposed Trust Deed Amendments relating to Clause 10.12 are removed, this may create additional constraints on the ability of the New Internalised Manager to support its operations on a sustainable basis.*

**Resolution 5 (Ordinary Resolution):** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed and/or any other clauses related to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore as provided in Annex C S/N 5 of the Trustee letter on 9 April 2024.

Trustee's rationale for this Trust Deed amendment

The Trustee's rationale for this Trust Deed amendment in relation to this Resolution 5 is set out in S/N 5 of Annex C of the Trustee 9 Apr Statement.

Trustee's views on this Resolution

The Trustee has stated its views on this Resolution in Annex B of the Trustee 9 Apr Statement, as follows:

"The Proposed Trust Deed Amendments are Necessary to Effect the Internalisation"

(a) *The Proposed Trust Deed Amendments to Clause 19.9 of the Trust Deed have been identified by the Trustee, in consultation with its advisers, as part of the suite of amendments to the Trust Deed that as a whole are necessary to effect the internalisation in a prudent and compliant manner.*

Trustee's Views on Resolution 5

...

Removing Proposed Trust Deed Amendments to Clause 19.9

(c) *The Trustee is of the view that the implementation of Resolution 5 ..., if passed, to remove the Proposed Trust Deed Amendments to Clause 19.9, will not provide the New Internalised Manager the flexibility to replicate the existing property management structure.*

(d) *To provide further context:*

(i) *The property manager of Sabana Industrial REIT is currently a wholly-owned subsidiary of the existing Manager.*

(ii) *The purpose of these Proposed Trust Deed Amendments is to give Sabana Industrial REIT the flexibility if it so chooses, to replicate the existing structure of the existing Manager to allow the New Internalised Manager to own a new property manager entity as a wholly-owned subsidiary of the New Internalised Manager as part of the internalisation.*

(iii) *Without such amendments, replicating the existing structure will not be feasible as the Trust Deed does not expressly allow for the New Internalised Manager to hold subsidiaries (including a new property manager entity) for so long as the New Internalised Manager is held under Sabana Industrial REIT.”*

**Resolution 6 (Ordinary Resolution):** That the Trustee be directed to inform unitholders immediately and consult with MAS and the Internalisation Committee on all other proposed Trust Deed amendments and seek regulatory waivers and/or directions from MAS, such that no Trust Deed amendments are required unless Trustee certification can be provided to ensure that the Internalisation can be successfully implemented.

Trustee’s views on this Resolution

The Trustee has stated its views on this Resolution in Annex B of the Trustee 9 Apr Statement, as follows:

- “(a) *The Trustee is of the view that Resolution [6] ... is not required given the Trustee’s ongoing engagement and consultation with the MAS. The Trustee has already been engaging with the relevant authorities, including the MAS, on the implementation of the internalisation where appropriate.*
- (b) *The successful implementation of the internalisation is subject to various dependencies, including the outcome of Unitholders’ vote at the EGM to be convened by the Trustee to approve matters associated with the implementation of the internalisation. Accordingly, even if Resolution [6] ... is passed, there is no certainty that internalisation will be successfully implemented if it is not approved by Unitholders at that EGM.”*

The Trustee has stated its further views on this Resolution in the Annex of the Trustee 26 Apr Statement, as follows:

- “(b) *As regards to consultation with the Internalisation Committee, the Trustee wishes to reiterate the following as stated in the Trustee’s Statement of 26 March 2024:*
  - (i) *conflicts of interest arise as the members of the Internalisation Committee are employees of Quarz (who is a party to the Order 32 Application) or other members of the Sabana Growth Internalization Committee, both of which have publicly disagreed with the Trustee on the issues under the Order 32 Application; and*
  - (ii) *the Internalisation Committee is therefore not the appropriate forum to discuss the Trust Deed amendments and the Order 32 Application.”*

The Trustee’s further clarification on the Requisitionists citing Croesus Retail Trust

The Trustee has also set out in the Trustee 26 Apr Statement (contained in Schedule IV of this Circular) its further clarifications with reference to the Requisitionists citing Croesus Retail Trust as a relevant example for the Internalisation.

**A copy of the Trustee 26 Apr Statement is set out in its entirety in Schedule IV of this Circular.<sup>25</sup>**

In the Trustee 26 Apr Statement, the Trustee stated as follows:

***“Further Clarifications with Reference to Citing Croesus Retail Trust as a Relevant Example for Internalisation***

*The Trustee also sets out below its clarifications in respect of the repeated references to the internalisation of the trustee-manager of Croesus Retail Trust in the Latest Requisitionists’ 18 April 2024 Letter as a relevant example and basis of justification for the Latest Requisitioned Resolutions.*

*General clarification*

- (a) As previously explained, the example of Croesus Retail Trust is not an appropriate analogy to draw with the internalisation of the existing Manager of Sabana Industrial REIT primarily because (i) unlike Sabana Industrial REIT, Croesus Retail Trust is a business trust and is therefore subject to a different regulatory regime, and (ii) the internalisation of the trustee-manager for Croesus Retail Trust was effected through a different structure.*
- (b) While the Trustee is not able to comment or speculate as to the reasons behind why Croesus Retail Trust did not require trust deed amendments at the point of internalisation, the Trustee notes that a number of the amendments to the trust deed of Croesus Retail Trust which were introduced shortly after the internalisation did provide for matters arising from the internalisation (such as incorporating express cross-references to the terms of the trustee-manager share-trust deed, and authorising Croesus Retail Trust to lend monies to and guarantee the obligations of the trustee-manager share-trust). This is substantially similar to the current situation involving Sabana Industrial REIT, where the internalisation was approved by Unitholders at the 7 August 2023 EGM, and steps are now being taken to work towards a subsequent EGM to consider the Proposed Trust Deed Amendments.*
- (c) Accordingly, the Trustee queries the basis of the Requisitionists’ view at paragraph 29 of the Latest Requisitionists’ 18 April 2024 Letter that trust deed amendments were “inconsequential” to effect the internalisation of Croesus Retail Trust.*

*Clarifications in respect of specific Latest Requisitioned Resolutions*

- (d) Resolutions 1 and 2: In relation to the Requisitionists’ justifications in paragraphs 14 to 21 of the Latest Requisitionists’ 18 April 2024 Letter:***
  - (i) as mentioned previously in the Trustee’s Statement dated 9 April 2024, the Trust Deed of Sabana Industrial REIT must be clear that it is permitted to operate under an internal REIT manager model and invest monies of Sabana Industrial REIT in the internal manager. In particular, if Clause 16.4 of the Trust Deed is not amended, there is a real risk that Sabana Industrial REIT is operating in breach of its Trust Deed by investing trust monies in the internal manager through the implementation of the internalisation; and*

<sup>25</sup> The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.



(ii) based on publicly available information, it would appear that there is no provision in the trust deed of Croesus Retail Trust that is equivalent to Clause 16.4 of the Trust Deed. Accordingly, there would have been no need for an equivalent amendment to be made to the trust deed for Croesus Retail Trust given that there is no such provision to begin with.

**(e) Resolution 3: In relation to the justifications in paragraphs 22 to 30 of the Latest Requisitionists' 18 April 2024 Letter:**

(i) given that the trustee-manager of Croesus Retail Trust (being a business trust) is not a capital markets services licence holder, the provisions of the Securities and Futures Act 2001 of Singapore ("SFA") relating to the change of control of a capital markets services licence holder are not applicable in the context of Croesus Retail Trust. Accordingly, there would have been no need for an equivalent amendment to be made to the trust deed for Croesus Retail Trust; and

(ii) based on publicly available information, the Trustee notes that Croesus Retail Trust had amended its trust deed to refer to unitholders' deemed interest in the shares of the internalised trustee-manager, such that the relevant provisions in the SFA which require substantial shareholders of a trustee-manager to disclose their interests in the internalised trustee-manager would similarly apply to unitholders of Croesus Retail Trust (see the proposed new clause 5.2A at page B-22 of the circular dated 5 October 2016 issued by Croesus Retail Asset Management Pte. Ltd.).

While the Trustee does not purport to know the exact rationale for the trustee-manager of Croesus Retail Trust putting forth such an amendment to its trust deed following its internalisation, it would appear that the proposed new clause 5.2A of the trust deed of Croesus Retail Trust addresses the same concern as that underlying the Proposed Trust Deed Amendments relating to the Unitholders' obligations under the SFA on the disclosure of interests in the internal manager, as explained at S/N 3 of Annex C of the Trustee's Statement dated 9 April 2024."

Unitholders should read the Trustee's statements

**Unitholders should read carefully the Trustee 9 Apr Statement and the Trustee 26 Apr Statement, including the Appendices and Annexes contained therein, in their entirety for details of the Trustee's views in respect of the Resolutions and the Trustee's rationale for the Proposed Trust Deed Amendments.**

**A copy of the Trustee 9 Apr Statement is set out in its entirety in Schedule II to this Circular.<sup>26</sup> A copy of the Trustee 26 Apr Statement is set out in its entirety in Schedule IV to this Circular.<sup>27</sup>**

<sup>26</sup> The Manager assumes no responsibility for any of the contents of the Trustee 9 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 9 Apr Statement.

<sup>27</sup> The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.

## 2.3 Unitholders' decision to vote for or against each of the Resolutions

BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST EACH OF THE RESOLUTIONS AS SET OUT IN THE NOTICE OF EGM, UNITHOLDERS ARE ADVISED TO EVALUATE CAREFULLY EACH RESOLUTION PROPOSED BY THE REQUISITIONISTS BY TAKING INTO CONSIDERATION ALL RELEVANT FACTS CONTAINED IN THIS CIRCULAR. IN PARTICULAR, UNITHOLDERS SHOULD CONSIDER THE TRUSTEE'S CLARIFICATIONS AND VIEWS ON THE RESOLUTIONS AND THE POTENTIAL PREJUDICE TO SABANA INDUSTRIAL REIT AND ITS UNITHOLDERS ARISING THEREFROM AS SET OUT IN THE TRUSTEE STATEMENTS, INCLUDING THE TRUSTEE 9 APR STATEMENT AND THE TRUSTEE 26 APR STATEMENT IN SCHEDULE II AND SCHEDULE IV OF THIS CIRCULAR, RESPECTIVELY.

If any Unitholders are in any doubt as to the action they should take, they are advised to seek their own independent advice.

## 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

Mr Tan Cheong Hin is the Chairman and Independent Non-Executive Director of the Manager. Mr Wong Heng Tew is an Independent Non-Executive Director of the Manager. Ms Lee Kia Jong Elaine (Mrs Elaine Lim) is a Non-Independent Non-Executive Director of the Manager.

Based on the Register of Directors' Unitholdings maintained by the Manager, none of the Directors currently holds any interest (direct or deemed) in the Units as at the Latest Practicable Date.

Based on the information available to the Manager as at the Latest Practicable Date, the Substantial Unitholders of Sabana Industrial REIT and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total No. of Units held <sup>(1)</sup>	% <sup>(2)</sup>
	No. of Units <sup>(1)</sup>	% <sup>(2)</sup>	No. of Units <sup>(1)</sup>	% <sup>(2)</sup>		
ESR Group	12,973,315	1.15	221,983,366	19.73	234,956,681	20.88
Volare Group AG	191,394,838	17.01	–	–	191,394,838	17.01
Quarz Capital ASIA (Singapore) Pte. Ltd.	–	–	154,450,145	13.73	154,450,145	13.73

### Notes:

- (1) The number of Units held by each of the ESR Group, Volare Group AG and Quarz Capital ASIA (Singapore) Pte Ltd is based on its Form 3 Notification Form for Changes in Interest of Substantial Shareholder(s)/ Unitholder(s) as announced by the Manager on SGXNet on 19 September 2023, 9 April 2024 and 6 July 2023 respectively.
- (2) The percentage is based on 1,125,055,242 Units in issue as at the Latest Practicable Date.

#### **4. EXTRAORDINARY GENERAL MEETING**

The EGM will be held at 9 Straits View, Level 3 Auditorium, Marina One West Tower, Singapore 018937 on 24 May 2024 at 5.00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice of EGM, which is set out on pages G-1 to G-4 of this Circular.

A Depositor shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Units entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited (“**CDP**”) as at 72 hours before the time fixed for the EGM.

#### **5. NO ABSTENTION FROM VOTING**

No Unitholders are required to abstain from voting on the Resolutions at the EGM.

#### **6. ACTION TO BE TAKEN BY UNITHOLDERS**

Unitholders will find enclosed in this Circular the Notice of EGM and a Proxy Form.

If a Unitholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of Boardroom Corporate & Advisory Services Pte. Ltd. (the “**Unit Registrar**”) at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632, not later than 21 May 2024 at 5.00 p.m., being 72 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Unitholder will not prevent him from attending and voting in person at the EGM if he so wishes.

Persons who have an interest in the approval of the Resolutions must decline to accept appointment as proxies for any Unitholder unless the Unitholder concerned has specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of such Resolution. If a Unitholder wishes to appoint any of the Directors as his/her proxy/proxies for the EGM, he/she should give specific instructions in his/her Proxy Form as to the manner in which his/her vote is to be cast in respect of the Resolutions.

#### **7. DIRECTORS’ RESPONSIBILITY STATEMENT**

Save for the information and documents provided to Sabana Industrial REIT and the Manager by the Requisitionists (including the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter),<sup>28</sup> the Unitholders (including the Unitholders 5 Apr Letter),<sup>29</sup> and the Trustee (including the Trustee Statements),<sup>30</sup> the Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular

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28 The Manager assumes no responsibility for any of the contents of the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter. The views expressed in the 25 Mar Requisition Letter and the Requisitionists 18 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

29 The Manager assumes no responsibility for any of the contents of the Unitholders 5 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Unitholders 5 Apr Letter. The views expressed in the Unitholders 5 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

30 The Manager assumes no responsibility for any of the contents of the Trustee Statements, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee Statements. The views expressed in the Trustee Statements should not be construed in any way as representing the views of the Manager.

and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Requisition, and the Directors are not aware of any material facts the omission of which would make any statement in this Circular (save for the information and documents provided to the Manager by the Requisitionists, the Trustee and any other party (including without limitation, any other Unitholders)) misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

Yours faithfully

**Sabana Real Estate Investment Management Pte. Ltd.**  
(as manager of Sabana Industrial Real Estate Investment Trust)  
(Company Registration Number: 201005493K)

Mr Tan Cheong Hin  
Chairman and Independent Non-Executive Director

## GLOSSARY

In this Circular, the following definitions apply throughout unless otherwise stated:

<b>“7 Aug 2023 EGM”</b>	:	The Extraordinary General Meeting of Unitholders held on 7 August 2023, to approve the matters set out in the circular to Unitholders dated 21 July 2023
<b>“8 Mar 2024 EGM”</b>	:	The Extraordinary General Meeting of Unitholders held on 8 March 2024, to approve the matters set out in the circular to Unitholders dated 22 February 2024
<b>“8 Mar 2024 Resolutions”</b>	:	The resolutions that were passed at the 8 Mar 2024 EGM
<b>“25 Mar Requisition Letter”</b>	:	The Requisitionists’ letter to the Manager requesting the Manager to convene an extraordinary general meeting of Sabana Industrial REIT to consider certain resolutions dated 25 March 2024
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Unitholders dated 9 May 2024
<b>“Directors”</b>	:	The directors of the Manager
<b>“EGM”</b>	:	The Extraordinary General Meeting of Unitholders to be held at 9 Straits View, Level 3 Auditorium, Marina One West Tower, Singapore 018937 on 24 May 2024 at 5.00 p.m., to approve the matters set out in the Notice of Extraordinary General Meeting on pages G-1 to G-4 of this Circular
<b>“ESR Claimants”</b>	:	ESR Group and E-Shang Infinity Cayman Limited
<b>“ESR Group”</b>	:	ESR Group Limited
<b>“ESR Group 8 Apr Letter”</b>	:	The letter issued by ESR Group on 8 April 2024
<b>“High Court”</b>	:	The General Division of the High Court of the Republic of Singapore
<b>“Internalisation”</b>	:	The internalisation of the REIT management function of Sabana Industrial REIT
<b>“Internalisation Committee”</b>	:	The committee comprising Mr Imran Chng Pia Ser, Mr Lim Hock Chuan, Mr Havard Chi Cher Pan, Mr Low Chin Yee, Mr Jan Frederic Moermann and Mr Saha Anshuman Manabendranath
<b>“Internalisation Process”</b>	:	The process of the Internalisation by incorporating a subsidiary wholly owned by the Trustee and appointing such a subsidiary to act as the manager of Sabana Industrial REIT
<b>“Internal Manager”</b>	:	The wholly-owned subsidiary of the Trustee to be incorporated in order to replace the Manager to act as the manager of Sabana Industrial REIT

<b>“Latest Practicable Date”</b>	:	3 May 2024, being the latest practicable date prior to the printing of this Circular
<b>“Listing Manual”</b>	:	The Listing Manual of the SGX-ST
<b>“Manager”</b>	:	Sabana Real Estate Investment Management Pte. Ltd., in its capacity as manager of Sabana Industrial REIT
<b>“Notice of EGM”</b>	:	Notice of Extraordinary General Meeting
<b>“Order 32 Application”</b>	:	The originating application filed by the Trustee on 9 January 2024 with the High Court of Singapore under Order 32 of the Rules of Court 2021 of Singapore
<b>“Ordinary Resolution”</b>	:	A resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
<b>“Property Funds Appendix”</b>	:	Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore
<b>“Proposed Trust Deed Amendments”</b>	:	The amendments to the Trust Deed being proposed by the Trustee for the purpose of effecting the Internalisation
<b>“Quarz Capital”</b>	:	Quarz Capital ASIA (Singapore) Pte. Ltd.
<b>“Quarz Capital 5 Apr Statement”</b>	:	The statement issued by Quarz Capital on 5 April 2024 on behalf of Quarz Capital, Quarz Capital Management Ltd, Mr Jan Frederic Moermann, Mr Havard Chi Cher Pan and Mr Klaus Wille
<b>“Quarz Defendants”</b>	:	Quarz Capital, Quarz Capital Management Ltd, Mr Jan Frederic Moermann, Mr Havard Chi Cher Pan and Mr Klaus Wille
<b>“REIT”</b>	:	Real estate investment trust
<b>“Requisition”</b>	:	The request put forth by the Requisitionists to the Manager for the holding of an extraordinary general meeting to consider the proposals set out in the Requisition Letter

<b>“Requisitionists”</b>	:	The five Unitholders who collectively hold approximately 13.74% of the total issued units of Sabana Industrial REIT, of which Quarz Capital holds 13.73% while the remaining four individual Unitholders collectively hold 0.01% (the calculations of which are computed with reference to the number of Units held by the respective Unitholders based on information available to the Manager as at the Latest Practicable Date (which in the case of Quarz Capital is based on its Form 3 Notification Form for Changes in Interest of Substantial Shareholder(s)/Unitholder(s) as announced by the Manager on SGXNet on 6 July 2023) against the total of 1,125,055,242 Units in issue in the capital of Sabana Industrial REIT as at the Latest Practicable Date), who requested the Manager to convene an extraordinary general meeting of Sabana Industrial REIT to consider certain resolutions pursuant to the Requisition Letter
<b>“Requisition Letter”</b>	:	The 25 Mar Requisition Letter as supplemented by the Requisitionists 18 Apr Letter
<b>“Requisitionists 18 Apr Letter”</b>	:	The letter dated 18 April 2024 received by the Manager from the Requisitionists requesting to withdraw and/or modify some of the resolutions proposed in the 25 Mar Requisition Letter
<b>“Resolutions”</b>	:	The resolutions as set out in the Notice of EGM
<b>“Sabana Industrial REIT”</b>	:	Sabana Industrial Real Estate Investment Trust
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“SGX RegCo”</b>	:	Singapore Exchange Regulation
<b>“SGX RegCo 18 Apr Letter”</b>	:	The letter dated 18 April 2024 received by the Manager from SGX RegCo on whether ESR Group and its related parties should abstain from voting on the Proposed Trust Deed Amendments
<b>“Trust Deed”</b>	:	The trust deed dated 29 October 2010 constituting Sabana Industrial REIT (as amended, varied, or supplemented from time to time)
<b>“Trustee 22 Mar Statement”</b>	:	The statement issued to Unitholders by the Trustee on 22 March 2024
<b>“Trustee 26 Mar Statement”</b>	:	The statement issued to Unitholders by the Trustee on 26 March 2024
<b>“Trustee 9 Apr Statement”</b>	:	The statement issued to Unitholders by the Trustee on 9 April 2024
<b>“Trustee 26 Apr Statement”</b>	:	The statement issued to Unitholders by the Trustee on 26 April 2024

<b>“Trustee Statements”</b>	:	Collectively, the Trustee 22 Mar Statement, the Trustee 26 Mar Statement, the Trustee 9 Apr Statement and the Trustee 26 Apr Statement
<b>“Unit”</b>	:	A unit representing an undivided interest in Sabana Industrial REIT
<b>“Unit Registrar”</b>	:	Boardroom Corporate & Advisory Services Pte. Ltd.
<b>“Unitholder”</b>	:	The registered holder for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term <b>“Unitholder”</b> shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose Securities Account with CDP is credited with Units
<b>“Unitholders 5 Apr Letter”</b>	:	The letter from six other Unitholders, including Mr Chan Wai Kheong who wrote the letter, dated 5 April 2024

The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Where applicable, figures and percentages are rounded to one decimal place.



## 25 MAR REQUISITION LETTER

The Manager assumes no responsibility for any of the contents of the 25 Mar Requisition Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the 25 Mar Requisition Letter. The views expressed in the 25 Mar Requisition Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

**Unitholders should refer to and note the Trustee's clarifications and views on the resolutions contained in the Requisition Letter set out in the Trustee 26 Apr Statement as contained Schedule IV and the Requisitionists 18 Apr Letter as contained in Schedule III.**



Date: Monday 25 March 2024

**Attention: The Board of Directors**

Sabana Real Estate Investment Management Pte. Ltd.  
(As Manager of Sabana Industrial REIT)  
151 Lorong Chuan  
2-03 New Tech Park  
Singapore 556741

Dear Sirs,

**RE: REQUISITION TO CONVENE AN EXTRAORDINARY GENERAL MEETING  
PURSUANT TO PARAGRAPH 4.1(b) OF APPENDIX 6 OF THE CODE ON  
COLLECTIVE INVESTMENT SCHEMES**

1. Sabana Industrial REIT ("**Sabana REIT**", "**Sabana**" or "**Trust**") Unitholders ("**Sabana Unitholders**" or "**Unitholders**") at the 8 March 2024 EGM have voted for the HSBC Institutional Trust Services (Singapore) Limited ("**HSBC Trustee**" or "**Trustee**") to form an Internalisation Committee ("**Internalisation Committee**") as the authorised representative of all unitholders, to be consulted by the Trustee and supervise the implementation of Internalisation.
2. The Internalisation Committee is supporting and working hand in hand with the Trustee to successfully effect the Internalisation that has been voted for by Sabana Unitholders. Our goal is to successfully complete Internalisation efficiently, and with as few obstacles as possible, such that Unitholders can start benefiting from Internalisation sooner.
3. Following the updates from the Trustee and the regulatory waivers from MAS, which clearly signals its support of Internalisation, the Internalisation Committee hereby proposes the following resolutions for the Unitholders to provide clear directions and clarifications to the Trustee for the successful implementation of Internalisation.
4. As the AGM of Sabana REIT will be held some time in April 2024, we seek the Manager's support to either table the resolutions at the AGM, or to hold the EGM right after the AGM in the same venue. We believe that this would result in cost savings and be in the best interests of all Unitholders.
5. As unitholders holding more than 10% of the total units of SGX-listed Sabana Industrial REIT managed by Sabana Real Estate Investment Management Pte Ltd, we are hereby giving notice of requisition to convene an Extraordinary General Meeting ("**EGM**") and table the following resolutions to Unitholders for the purposes of passing the following resolutions:



## **ORDINARY RESOLUTIONS**

### **RESOLVED:**

**RESOLUTION 1:** That, if the Trustee does not provide written certification pursuant to Clause 28.2 of the Trust Deed for its new proposed Trust Deed amendments relating to the incorporation of relevant safeguards “*on the manner of the Trustee’s holding of the shares of the internal manager for the benefit of Unitholders, and the governance structure put in place to ensure that the Trustee would not be able to exercise control over the internal manager’s REIT management activities*” (as described by the Trustee in its presentation on 8 March 2024), the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) allow the incorporation of the above in the Company’s constitution, management contract of the Internal Manager, and/or any other means, such that no Trust Deed amendments are required.

**RESOLUTION 2:** That, if the Trustee still deems it necessary to amend Clause 16.4 of the Trust Deed, but does not provide written certification pursuant to Clause 28.2 of the Trust Deed despite the MAS waivers allowing Sabana REIT to invest in the Internal Manager and to provide initial and subsequent capital injections, the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) propose and implement any other alternative solutions, such that no Trust Deed amendments are required.

**RESOLUTION 3:** That, if the Trustee does not provide written certification pursuant to Clause 28.2 of the Trust Deed for their new proposed Trust Deed amendments relating to the compliance with the Regulatory Requirements of the shareholders of the Internal Manager (as defined and described by the Trustee in its presentation on 8 March 2024), the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) allow the incorporation of the above in the Company’s constitution, management contract of the Internal Manager, and/or any other means, such that no Trust Deed amendments are required.

**RESOLUTION 4:** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed relating to external borrowings, unless the Trustee is prepared to provide written certification pursuant to Clause 28.2 of the Trust Deed for its proposed amendment.

**RESOLUTION 5:** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed relating to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore unless the Trustee is prepared to provide written certification pursuant to Clause 28.2 of the Trust Deed for its proposed amendment.



**RESOLUTION 6:** That the Trustee be directed to provide a clear timeline for when Internalisation can be completed.

**RESOLUTION 7:** That the Trustee be directed to consult with MAS on all proposed Trust Deed amendments, and seek regulatory waivers and/or directions from MAS, such that Internalisation can be successfully implemented.

6. We call on all Sabana Unitholders to **VOTE FOR** all the above resolutions to support the Trustee by providing clear directions and clarifications to enable it to successfully implement the Internalisation process, which would be in the best interests of all Unitholders.
7. We request the Manager's support to either table the resolutions at the upcoming AGM in April 2024, or to hold the EGM right after the AGM in the same venue. We believe that this would result in cost savings and be in the best interests of all Unitholders.



Full Name of Unitholder:



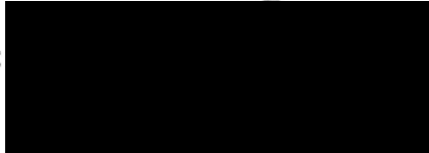
Identity Card No:



Custodian:



Signature:





Full Name of Unitholder:



Identity Card No:



Custodian:



Signature:





Full Name of Unitholder:



Identity Card No:



Custodian:



Signature:





Full Name of Unitholder:

Identity Card No:

Custodian:

Signature:

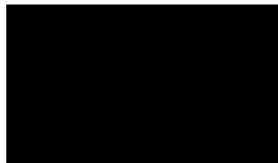




**Name of Unitholder: Quarz Capital ASIA (Singapore) Pte. Ltd**



**Jan Frederic Moermann**  
**Chief Investment Officer**  
**Quarz Capital ASIA (Singapore) Pte. Ltd**



**Havard Chi**  
**Unitholder and Head of Research**  
**Quarz Capital ASIA (Singapore) Pte. Ltd**

**TRUSTEE 9 APR STATEMENT**

The Manager assumes no responsibility for any of the contents of the Trustee 9 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 9 Apr Statement.



9 April 2024

**Sabana Real Estate Investment Management Pte. Ltd.**  
**(in its capacity as manager of Sabana Industrial Real Estate Investment Trust ("Sabana Industrial REIT")) (the "Manager")**  
151 Lorong Chuan, #02-03  
New Tech Park  
Singapore 556741

Attention: Mr Donald Han, Chief Executive Officer

Dear Sirs

**UPDATE TO UNITHOLDERS OF SABANA INDUSTRIAL REIT FROM HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED (IN ITS CAPACITY AS TRUSTEE OF SABANA INDUSTRIAL REIT) (THE "TRUSTEE") – 9 APRIL 2024**

1. We refer to the Trustee's Statements dated 21 July 2023, 29 August 2023, 4 October 2023, 7 November 2023, 6 December 2023, 15 December 2023, 9 January 2024, 23 January 2024, 30 January 2024, 20 February 2024, 29 February 2024, 22 March 2024 and 26 March 2024 (collectively, the "**Trustee's Statements**"), all of which were published via SGXNet, and the requisition notice (the "**2nd Requisition Notice**") from certain unitholders ("**Unitholders**") of Sabana Industrial REIT (the "**Requisitionists**") dated 25 March 2024 to the Manager to convene an extraordinary general meeting and table certain resolutions (the "**2nd Requisitioned Resolutions**") to the Unitholders.
2. In this regard, the Trustee wishes to provide the following update and the Trustee's views on the 2nd Requisitioned Resolutions to all Unitholders as set out in the Appendix to this letter.
3. Terms defined in the Trustee's Statements shall, unless the context otherwise requires, have the same meanings when used in this letter.
4. Please publish this letter as an announcement via SGXNet and to the extent that the Manager intends to convene an extraordinary general meeting pursuant to the 2nd Requisition Notice, include the Trustee's Statement in relation to the 2nd Requisition Notice in the circular to be despatched to Unitholders.
5. The Trustee urges Unitholders to carefully consider all the information that has been publicly disclosed in respect of the 2nd Requisitioned Resolutions.

Yours faithfully

For and on behalf of  
**HSBC Institutional Trust Services (Singapore) Limited**  
**(in its capacity as trustee of Sabana Industrial Real Estate Investment Trust)**

RAHUL DESOUSA  
Authorised Signatory

HSBC Institutional Trust Services (Singapore) Limited  
10 Marina Boulevard, Marina Bay Financial Centre, Tower 2, #48-01, Singapore 018983  
Company Registration No : 194900022R

## APPENDIX

### Trustee's Update to Unitholders of Sabana Industrial REIT

#### A. Trustee's Message to Unitholders

1. The Trustee continues to progress the internalisation in the best interest of Unitholders and to work with relevant parties to implement the resolutions passed at the extraordinary general meetings ("**EGMs**") of Sabana Industrial REIT held on 7 August 2023 and 8 March 2024 (the "**7 August 2023 EGM**" and the "**8 March 2024 EGM**", respectively, and the resolutions passed at the 8 March 2024 EGM, the "**8 March 2024 Resolutions**") in accordance with its duties. Please see the relevant updates below.
2. The Trustee wishes to address the 2nd Requisitioned Resolutions, the majority of which relate to the proposed amendments (the "**Proposed Trust Deed Amendments**") to the trust deed constituting Sabana Industrial REIT (the "**Trust Deed**") (which is one of the key subject matters of the originating application filed by the Trustee on 9 January 2024 under Order 32 of the Rules of Court 2021 of Singapore (the "**Order 32 Application**")). Please see further elaboration in **Section D** below.
3. The Trustee would also like to take this opportunity to update Unitholders on the Trustee's rationale for the Proposed Trust Deed Amendments. Please see further elaboration in **Section E** below.

#### B. Indicative Internalisation Timeline and Update on Costs

4. As requested by Unitholders at the 8 March 2024 EGM, the Trustee would like to provide an indicative timeline for the internalisation ("**Indicative Internalisation Timeline**") as well as an update on costs incurred to date, for the consideration of Unitholders.
5. Please refer to **Annex A** for the Indicative Internalisation Timeline up to September 2024, as well as the Trustee's current progress and the relevant dependencies on the same, based on information known to date. The Indicative Internalisation Timeline remains subject to change from time to time and is being reviewed by the Trustee on an ongoing basis with input from its advisers.
6. The Trustee would like to reiterate that the Order 32 Application is an important dependency for the Indicative Internalisation Timeline. As mentioned in the previous Trustee's Statements, obtaining guidance from the Court will provide Unitholders with clarity on important issues, including, amongst others, (a) whether the Proposed Trust Deed Amendments are required to implement the internalisation, (b) whether an EGM may be convened to consider these amendments and, subsequently, (c) whether certain Unitholders are permitted to vote on any resolution to approve these amendments at an EGM.
7. Contingencies and events beyond the Trustee's control which pertain to the subject matters of the Order 32 Application, such as the 2nd Requisitioned Resolutions (and any future requisitioned resolutions that may be put forth by Unitholders for consideration), will result in additional costs and delay in the progress of the Order 32 Application.
8. Additionally, the Trustee would like to update that the costs incurred between 1 January 2024 and 31 March 2024 in connection with the implementation of the internalisation process, are approximately S\$2.13 million<sup>1</sup>, of which:
  - (a) the Trustee's expenses on a cost recovery basis accounted for approximately 1%. For the avoidance of doubt, as mentioned during the 8 March 2024 EGM, the Trustee's fees, as set out in the Trust Deed, have not changed as a result of the internalisation process; and

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<sup>1</sup> *On an unaudited basis.*

- (b) fees incurred for legal advisers, financial analysis, tax analysis, change management and project management accounted for approximately 99%.
9. The costs of implementing the internalisation process to date comprise:
- (a) the costs incurred in connection with implementing the internalisation in accordance with the resolutions passed at the 7 August 2023 EGM;
  - (b) the costs incurred in connection with the Order 32 Application (which, as noted above, will provide clarity in circumstances where there are divergent views amongst Unitholders, such as whether the Proposed Trust Deed Amendments are required to implement the internalisation); and
  - (c) the costs incurred in considering and responding to correspondence and proposals from certain Unitholders in relation to the internalisation, including proposals for requisitioned resolutions.

In particular, this includes additional resources that were (and must continue to be) dedicated to executing (i) the 8 March 2024 Resolutions and (ii) any additional EGMs that are not contemplated in the Trustee's Indicative Internalisation Timeline (including, to the extent that the Manager intends to convene another EGM pursuant to the 2nd Requisition Notice, that upcoming EGM).

10. The Trustee would like to reiterate that the resolutions passed at the 7 August 2023 EGM were worded in general terms, and without disclosing any specific steps which supporting Unitholders expected to be undertaken to implement the internalisation. Accordingly, the Trustee has been working with its professional advisers to progress the detailed analysis, due diligence, and steps necessary to implement the internalisation within the scope of relevant laws, regulations, fiduciary duties, and governance frameworks. For additional information on the timelines of key workstreams, please refer to **Annex A**.

#### **C. Update on Resolution 1 of the 8 March 2024 EGM**

11. Following the passing of Resolution 1 at the 8 March 2024 EGM, the Trustee had, in accordance with this resolution, written to ESR Group Limited and its relevant related entities (collectively "ESR"), to seek ESR's views on, amongst others, whether ESR would be willing to consider and discuss any potential acquisition of the Manager (fully functioning with the necessary licences, personnel, assets and an undertaking from ESR to fully support the internalisation) for a maximum all-in purchase price of not more than S\$10,000,000.
12. The Trustee wishes to update that, as at 8 April 2024, being one month after the passing of Resolution 1 of the 8 March 2024 EGM, the Trustee has not received a response from ESR in respect of the above.
13. Accordingly, the Trustee will cease its engagement with ESR on a potential acquisition of the Manager and resume the existing workstreams to incorporate and resource a new entity to act as the new internal manager. The Trustee will provide further updates to Unitholders in respect of material developments on this workstream.

#### **D. 2nd Requisitioned Resolutions**

##### Trustee's Clarifications on the 2nd Requisitioned Notice

14. The Trustee notes that the Requisitionists for the 2nd Requisition Notice are members of the Internalisation Committee formed by the Trustee pursuant to the 8 March 2024 Resolutions.
15. The Trustee further notes the statements in the 2nd Requisition Notice that the Internalisation Committee is "*supporting and working hand in hand with the Trustee*" and the intent of the 2nd Requisitioned Resolutions is to "*support the Trustee by providing clear directions and clarifications to enable it to successfully implement the Internalisation process ...*".

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16. **The Trustee wishes to clarify that the Internalisation Committee did not notify or discuss the 2nd Requisitioned Resolutions with the Trustee prior to its issuance. The Trustee is concerned that if the 2nd Requisitioned Resolutions are passed, this could create uncertainty and prejudice for Sabana Industrial REIT and its Unitholders. Further elaboration is provided below.**

Trustee's Views on the 2nd Requisitioned Resolutions

17. Most of the 2nd Requisitioned Resolutions seek to circumvent the need to table Proposed Trust Deed Amendments for Unitholders' consideration and approval by way of an extraordinary resolution, by directing the Trustee to, amongst others, (a) consult regulatory authorities for other alternatives, (b) take steps to enable it to exercise its discretion under the Trust Deed to certify these Proposed Trust Deed Amendments, and/or (c) incorporate these Proposed Trust Deed Amendments elsewhere and not in the Trust Deed.

18. The Trustee considers that **these 2nd Requisitioned Resolutions, if passed, may not be capable of being implemented in full or may cause prejudice to Sabana Industrial REIT and its Unitholders**, for the following reasons:

- (a) The Proposed Trust Deed Amendments have been carefully formulated by the Trustee and its advisers to implement a compliant, functional and sustainable internalised management structure, for the protection of all Unitholders. The removal of the Proposed Trust Deed Amendments from the Trust Deed may result in ambiguities in the Trust Deed and cause prejudice to the operation and management of Sabana Industrial REIT and accordingly, its Unitholders.
- (b) Regulators are the appropriate authorities for regulatory matters within their jurisdiction but not necessarily for issues of law. Issues of law relating to the interpretation and application of the Trust Deed are appropriately heard and should be resolved by the Court as the appropriate forum.
- (c) Some of the 2nd Requisitioned Resolutions disregard the very issues of law and legal interpretation to be put forth for consideration by the Court pursuant to the Order 32 Application. For example, some of these key issues of law and legal interpretation relate to:
- (i) whether amendments to the Trust Deed are required to provide for the new internal management structure; and/or
- (ii) whether it is appropriate for the Trustee to certify the Proposed Trust Deed Amendments.

The Trustee urges all Unitholders to respect the ongoing Court process and to allow for these issues relating to the Proposed Trust Deed Amendments to be appropriately heard by the Court via the Order 32 Application and decided in an orderly manner.

Piecemeal proposals that are not fully formed, just to avoid an EGM which will allow all Unitholders to properly consider all matters relating to the internalisation (including the set of Proposed Trust Deed Amendments) on an informed and holistic basis, do not serve the interests of Sabana Industrial REIT and its Unitholders.

19. The Trustee's further specific views in respect of each of the 2nd Requisitioned Resolutions are set out in **Annex B**.

**E. Trustee's Rationale for the Proposed Trust Deed Amendments**

20. In order to provide Unitholders full context in their consideration of issues relating to the Proposed Trust Deed Amendments, **Annex C** sets out an updated summary of the Proposed Trust Deed Amendments, which have taken into account the clarifications and waivers from the Monetary Authority of Singapore ("**MAS**") to-date as well as the relevant 8 March 2024 Resolutions.

**Annex C** also contains (a) a brief rationale for each Proposed Trust Deed Amendment, (b) certain identified risks which may affect Sabana Industrial REIT and/or its Unitholders in the event such amendment is not adopted, and (c) a brief explanation of why it would not be appropriate for the Trustee to certify such amendments. **Unitholders are advised to carefully consider and evaluate the information set out in Annex C.**

21. The Trustee will continue to provide further updates and engage with Unitholders in respect of material developments. All updates from the Trustee will be in the form of announcements via SGXNet.
22. In addition to the communication channels established by the Manager for Sabana Industrial REIT, Unitholders may direct their enquiries to [sabana.trustee@hsbc.com.sg](mailto:sabana.trustee@hsbc.com.sg).

## ANNEX A

### Indicative Internalisation Timeline

Reference Key:

● Completed   ● In Progress   ● Not Started

Activity:	Status:	Workplan over the next 6 months						Comments
		Q2 2024			Q3 2024			
1. Appointment of Professional Advisers	●							
2. Seek ESR's views in relation to Resolution 1 passed at the 8 March 2024 EGM	●							Please refer to <b>Section C</b> (above) of this Statement for further details.
3. Establish entity for New Internalised Manager	●							
4. Establish personnel for New Internalised Manager	●							Subject to the availability of suitable and qualified candidates.
5. Establish functionality for New Internalised Manager	●							
6. Establish budget and operating plan for New Internalised Manager	●							Subject to, among other things, confirmation of the hiring of senior management for the New Internalised Manager.
7. Review applicable regulations	●							
8. Establish Trust Deed amendments	●							Please refer to <b>Annex C</b> of this Statement for further details.
9. Order 32 application	●							Timing of this workstream is indicative and at the discretion of the Court, and may be impacted by any future requisitioned resolutions put forth by Unitholders for consideration.
10. Unitholder communications	●							
11. Licensing and applications	●							Subject to the licensing process and confirmation of the hiring of senior management and directors for the New Internalised Manager.
12. Extraordinary general meeting(s) to implement and effect internalisation	●							Subject to the completion of the licensing process and Order 32 Application.
13. Transition and operationalisation	●							

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## ANNEX B

### Trustee's Views on each of the 2nd Requisitioned Resolutions

**Resolution 1:** *That, if the Trustee does not provide written certification pursuant to Clause 28.2 of the Trust Deed for its new proposed Trust Deed amendments relating to the incorporation of relevant safeguards "on the manner of the Trustee's holding of the shares of the internal manager for the benefit of Unitholders, and the governance structure put in place to ensure that the Trustee would not be able to exercise control over the internal manager's REIT management activities" (as described by the Trustee in its presentation on 8 March 2024), the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) allow the incorporation of the above in the Company's constitution, management contract of the Internal Manager, and/or any other means, such that no Trust Deed amendments are required.*

Trustee's Views	
(a)	The Trustee wishes to clarify that the "relevant safeguards" referred to in this resolution relate to the governance rights which enable Unitholders to appoint, vote in, remove and re-elect directors as well as Unitholder's rights to approve any change of control in the internal manager (the " <b>Governance Provisions</b> "). These Governance Provisions were disclosed in a previous Trustee's Statement <sup>2</sup> .
(b)	Resolutions 7 and 8 passed at the 8 March 2024 EGM had already directed the Trustee to (i) remove the Governance Provisions from the Proposed Trust Deed Amendments, and (ii) instead incorporate them into the constitution of the new internalised manager (the " <b>New Internalised Manager</b> ") or the management agreement with the New Internalised Manager (as the case may be).
(c)	The Trustee has already previously stated <sup>3</sup> that it will act in accordance with these resolutions. Furthermore, the Trustee's updated summary of the Proposed Trust Deed Amendments as set out in <b>Annex C</b> below no longer includes the Governance Provisions.
(d)	<b>Accordingly, the Trustee is of the view that this Resolution 1 of the 2nd Requisitioned Resolutions is not required.</b>

**Resolution 2:** *That, if the Trustee still deems it necessary to amend Clause 16.4 of the Trust Deed, but does not provide written certification pursuant to Clause 28.2 of the Trust Deed despite the MAS waivers allowing Sabana REIT to invest in the Internal Manager and to provide initial and subsequent capital injections, the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) propose and implement any other alternative solutions, such that no Trust Deed amendments are required.*

**Resolution 3:** *That, if the Trustee does not provide written certification pursuant to Clause 28.2 of the Trust Deed for their new proposed Trust Deed amendments relating to the compliance with the Regulatory Requirements of the shareholders of the Internal Manager (as defined and described by the Trustee in its presentation on 8 March 2024), the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) allow the incorporation of the above in the Company's constitution, management contract of the Internal Manager, and/or any other means, such that no Trust Deed amendments are required.*

<sup>2</sup> Please see the Trustee's Statement dated 9 January 2024.

<sup>3</sup> Please see the Trustee's Statement dated 22 March 2024.

## **Trustee's Views**

### **The Proposed Trust Deed Amendments are Necessary to Effect the Internalisation**

- (a) The Proposed Trust Deed Amendments to (i) Clause 16.4 of the Trust Deed; and (ii) provide for compliance with certain legal and regulatory requirements in respect of the shareholders of the New Internalised Manager as a capital markets services licence holder (the "**Regulatory Requirements**"), have been identified by the Trustee, in consultation with its advisers, as part of the suite of amendments to the Trust Deed that as a whole are necessary to effect the internalisation in a prudent and compliant manner.

In particular, if Clause 16.4 of the Trust Deed is not amended, trust monies will not be permitted to be invested into securities of the New Internalised Manager. Please refer to **Annex C** for further details in this regard.

### **Summary of the Trustee's Views on Resolutions 2 and 3**

- (b) In summary:
- (i) **there is no certainty that Resolutions 2 and 3 of the 2nd Requisitioned Resolutions, if passed, can be implemented to circumvent the need to table the relevant Proposed Trust Deed Amendments for Unitholders' approval;**
  - (ii) **in fact, these resolutions, if implemented, may cause prejudice to Unitholders and Sabana Industrial REIT; and**
  - (iii) **the Trustee may have to incur further costs and expenses to seek clarification, including from the Court, as to their implementation if these resolutions are passed.**

Further elaboration is set out below.

#### Trustee's Power of Certification

- (c) The Trustee's power to certify the Proposed Trust Deed Amendments pursuant to Clause 28.2 of the Trust Deed is in the nature of a discretion, rather than an obligation. The Trustee has repeatedly emphasised its view that **the Proposed Trust Deed Amendments should be considered holistically, and should be subject to Unitholders' due consideration and approval at an extraordinary general meeting.** This is one of the key subject matters before the Court pursuant to the Order 32 Application.

#### Reliance on MAS Waivers

- (d) The Trustee disagrees with the suggestion in Resolution 2 of the 2nd Requisitioned Resolutions that the Proposed Trust Deed Amendment to Clause 16.4 of the Trust Deed may no longer be necessary in view of MAS' waivers allowing Sabana Industrial REIT to invest in the New Internalised Manager.
- (e) **A regulatory waiver does not mean waiving the need to comply with the existing provisions of the Trust Deed of Sabana Industrial REIT** (in this case, Clause 16.4 of the Trust Deed which expressly restricts investments into the securities of, and lending of trust monies to, the New Internalised Manager or its related corporations). Therefore, the Proposed Trust Deed Amendments are necessary to effect the internalisation in a prudent and compliant manner.

Incorporation into New Internalised Manager's Constitution, Management Contract, and/or By Any Other Means

- (f) The Trustee disagrees with the suggestion in Resolution 3 of the 2nd Requisitioned Resolutions to incorporate the Regulatory Requirements in the New Internalised Manager's constitution, management contract, and/or by any other means. The Trustee is of the view that **these provisions ought to be incorporated into the Trust Deed to bind all Unitholders to the Regulatory Requirements, for the protection and stability of the New Internalised Manager and Sabana Industrial REIT.**

**Resolution 4:** *That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed relating to external borrowings, unless the Trustee is prepared to provide written certification pursuant to Clause 28.2 of the Trust Deed for its proposed amendment.*

**Trustee's Views**

**The Proposed Trust Deed Amendments are Necessary to Effect the Internalisation**

- (a) The Proposed Trust Deed Amendments to Clause 10.12 of the Trust Deed have been identified by the Trustee, in consultation with its advisers, as part of the suite of amendments to the Trust Deed that as a whole are necessary to effect the internalisation in a prudent and compliant manner.

**Trustee's Views on Resolution 4**

Trustee's Power of Certification

- (b) As stated above, the Trustee's power to certify the Proposed Trust Deed Amendments pursuant to Clause 28.2 of the Trust Deed is in the nature of a discretion, rather than an obligation.
- (c) **It is unclear to the Trustee how an important issue such as the funding structure of the New Internalised Manager can be implemented without approval by Unitholders.** Please also refer to **Annex C** which sets out reasons why it would not be appropriate for the Trustee to certify the Proposed Trust Deed Amendments to Clause 10.12 of the Trust Deed.

Removing Proposed Trust Deed Amendments to Clause 10.12

- (d) **The Trustee is of the view that the implementation of Resolution 4 of the 2nd Requisitioned Resolutions if passed, to remove the Proposed Trust Deed Amendments to Clause 10.12, may not be appropriate and could even prejudice Unitholders and Sabana Industrial REIT.**
- (e) To provide further context:
- (i) In the Trust Deed, there are presently no express provisions allowing for (A) Sabana Industrial REIT to borrow or raise money from external lenders to fund the operations of the New Internalised Manager, and (B) Sabana Industrial REIT to lend money to the New Internalised Manager.
- (ii) If Sabana Industrial REIT is not expressly permitted under the Trust Deed to borrow or raise money to fund the operations of the New Internalised Manager, it may pose challenges to the operations of Sabana Industrial REIT under the new internalised

structure going forward, in the event that Sabana Industrial REIT otherwise does not have sufficient income to sustain the operations of the New Internalised Manager and no alternative options emerge to address this shortfall.

- (iii) **In the event that the Proposed Trust Deed Amendments relating to Clause 10.12 are removed, this may create additional constraints on the ability of the New Internalised Manager to support its operations on a sustainable basis.**

**Resolution 5:** *That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed relating to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore unless the Trustee is prepared to provide written certification pursuant to Clause 28.2 of the Trust Deed for its proposed amendment.*

#### **Trustee's Views**

##### **The Proposed Trust Deed Amendments are Necessary to Effect the Internalisation**

- (a) The Proposed Trust Deed Amendments to Clause 19.9 of the Trust Deed have been identified by the Trustee, in consultation with its advisers, as part of the suite of amendments to the Trust Deed that as a whole are necessary to effect the internalisation in a prudent and compliant manner.

##### **Trustee's Views on Resolution 5**

###### Trustee's Power of Certification

- (b) Please see above for the Trustee's views, and **Annex C**, in respect of reasons why it would not be appropriate for the Trustee to certify the Proposed Trust Deed Amendments to Clause 19.9 of the Trust Deed.

###### Removing Proposed Trust Deed Amendments to Clause 19.9

- (c) **The Trustee is of the view that the implementation of Resolution 5 of the 2nd Requisitioned Resolutions, if passed, to remove the Proposed Trust Deed Amendments to Clause 19.9, will not provide the New Internalised Manager the flexibility to replicate the existing property management structure.**
- (d) To provide further context:
- (i) The property manager of Sabana Industrial REIT is currently a wholly-owned subsidiary of the existing Manager.
- (ii) The purpose of these Proposed Trust Deed Amendments is to give Sabana Industrial REIT the flexibility if it so chooses, to replicate the existing structure of the existing Manager to allow the New Internalised Manager to own a new property manager entity as a wholly-owned subsidiary of the New Internalised Manager as part of the internalisation.
- (iii) Without such amendments, replicating the existing structure will not be feasible as the Trust Deed does not expressly allow for the New Internalised Manager to hold subsidiaries (including a new property manager entity) for so long as the New Internalised Manager is held under Sabana Industrial REIT.

**Resolution 6:** *That the Trustee be directed to provide a clear timeline for when Internalisation can be completed.*

**Trustee's Views**

- (a) Please refer to **Annex A** for Indicative Internalisation Timeline for the implementation of the internalisation.
- (b) **Accordingly, the Trustee is of the view that Resolution 6 of the 2nd Requisitioned Resolutions is not required.**

**Resolution 7:** *That the Trustee be directed to consult with MAS on all proposed Trust Deed amendments, and seek regulatory waivers and/or directions from MAS, such that Internalisation can be successfully implemented.*

**Trustee's Views**

- (a) **The Trustee is of the view that Resolution 7 of the 2nd Requisitioned Resolutions is not required given the Trustee's ongoing engagement and consultation with the MAS.** The Trustee has already been engaging with the relevant authorities, including the MAS, on the implementation of the internalisation where appropriate.
- (b) The successful implementation of the internalisation is subject to various dependencies, including the outcome of Unitholders' vote at the EGM to be convened by the Trustee to approve matters associated with the implementation of the internalisation. Accordingly, even if Resolution 7 of the 2nd Requisitioned Resolutions is passed, there is no certainty that internalisation will be successfully implemented if it is not approved by Unitholders at that EGM.

## ANNEX C

### Updated Summary of the Proposed Trust Deed Amendments

*These draft Proposed Trust Deed Amendments remain subject to ongoing review by the Trustee and its advisers, as well as related workstreams including the Order 32 Application and ongoing regulatory consultations, as the internalisation process progresses.*

*The summary below also sets out certain risks that which may affect Sabana Industrial REIT and/or its Unitholders in the event the Proposed Trust Deed Amendments are not adopted into the Trust Deed. This summary is not intended to be exhaustive and is not presented in any particular order of importance. Unitholders are advised to carefully consider and evaluate the information set out in this Annex C.*

S/N	Category of Proposed Trust Deed Amendment	(I) Rationale for Proposed Trust Deed Amendment; and (II) Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted	Why it would not be appropriate for the Trustee to unilaterally certify the Proposed Trust Deed Amendment
1.	Treatment of the New Internalised Manager as an Authorised Investment of the REIT	<p>(I) <b><u>Rationale for Proposed Trust Deed Amendment</u></b></p> <p>Under an internal REIT manager model, the New Internalised Manager will be held by the Trustee on trust for and on behalf of Sabana Industrial REIT.</p> <p>The Trust Deed does not clearly and expressly authorise Sabana Industrial REIT to (a) hold unlisted shares in a company providing internal REIT management functions and (b) invest monies of Sabana Industrial REIT in its own manager.</p> <p><b>The Trust Deed of Sabana Industrial REIT must be clear that it is permitted to operate under an internal REIT manager model and invest monies of Sabana Industrial REIT in the New Internalised Manager.</b></p> <p>(II) <b><u>Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted</u></b></p> <p>If this Proposed Trust Deed Amendment is not adopted, there is no certainty or clarity under the Trust Deed of Sabana Industrial REIT that Sabana Industrial REIT is authorised to hold and/or invest monies into the shares of the New Internalised Manager. A lack of clarity under the Trust Deed may negatively impact</p>	<p>These amendments result in a material change to the nature of the investments of Sabana Industrial REIT as a whole, from one that is focused on passive income-generating real-estate to one that also includes an internal REIT management company with substantive operations and management functions.</p> <p>The risk profile of a REIT with an internalised manager model is different from that of an external manager model. The New Internalised Manager is subject to the risks of a going concern operating company and is subject to enhanced capital requirements as an entity holding a capital markets services licence for REIT management.</p> <p>These amendments (and the consequences of them) were not contemplated at the time of passing of the extraordinary general meeting held on 7 August 2023 approving the internalisation (the "7 August 2023 EGM").</p> <p>The MAS has provided clarifications and granted the requested waivers in respect of, amongst others, Sabana Industrial REIT</p>

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S/N	Category of Proposed Trust Deed Amendment	(I) Rationale for Proposed Trust Deed Amendment; and  (II) Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted	Why it would not be appropriate for the Trustee to unilaterally certify the Proposed Trust Deed Amendment
		<p>the proper functioning of Sabana Industrial REIT and/or its New Internalised Manager, which may result in disruption in the operations of Sabana Industrial REIT and adversely affect its business, results of operations and prospects.</p> <p>In particular, if Clause 16.4 of the Trust Deed is not amended, there is a risk that Sabana Industrial REIT is operating in breach of its Trust Deed by investing trust monies in the New Internalised Manager through the implementation of the internalisation. Any breach of the Trust Deed may result in action being taken (such as by unitholders and/or other interested stakeholders) against Sabana Industrial REIT and/or the New Internalised Manager, which may have a material adverse effect on its regulatory status, reputation, business, financial condition, results of operations and prospects.</p>	<p>investing into the securities of the New Internalised Manager. However, this does not detract from the fact that the amendments (a) are necessary to set out clearly and expressly that Sabana Industrial REIT is permitted to operate under an internal REIT manager model, and (b) constitute a structural change to the nature of Sabana Industrial REIT.</p> <p><b>It is therefore not appropriate for the Trustee to unilaterally certify these Proposed Trust Deed Amendments.</b></p>
2.	Restriction on Holding 20% or More of the Units	<p>(I) <b><u>Rationale for Proposed Trust Deed Amendment</u></b></p> <p>Upon internalisation, Unitholders will be regarded as having an interest in the shares of the New Internalised Manager in proportion to their respective unitholding in Sabana Industrial REIT, in accordance with the Securities and Futures Act 2001 of Singapore ("<b>SFA</b>").</p> <p>Accordingly, a Unitholder will have to meet and maintain certain qualifications (the "<b>Regulatory Qualifications</b>") prescribed by the MAS if it acquires, holds or controls 20% or more of the units of Sabana Industrial REIT ("<b>Units</b>"), such as being a fit and proper person. MAS has clarified that the abovementioned requirements will apply to Unitholders upon implementation of the internalisation.</p> <p>In order for there to be stability in the functioning of Sabana Industrial REIT, the Trust Deed should be amended to (a) bind and impose obligations on Unitholders to comply with the necessary qualifications related to their unitholding, and (b) empower the New Internalised Manager and/or Trustee to ensure compliance by the relevant Unitholders of the applicable legal and regulatory obligations.</p>	<p>These amendments require certain Unitholders to comply with applicable legal and regulatory requirements on an ongoing basis if they hold or control a certain number of Units, which were not previously applicable under an external REIT manager model and are being introduced as a consequence to the implementation of the internalisation.</p> <p>The amendments change Unitholders' and investors' expectations when investing and trading in the Units and under certain circumstances impose additional obligations onto Unitholders, such as entry requirements, regulatory pre-clearance, and continued disclosure requirements in respect of their unitholding (in proportion to their interest in the shares of the New Internalised Manager).</p> <p>These amendments (and the consequences of them) were not contemplated at the time of passing of the 7 August 2023 EGM approving the internalisation. In addition, Unitholders were not informed at the 7 August 2023 EGM that these legal and regulatory requirements may apply to them as a consequence of the internalisation.</p>

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S/N	Category of Proposed Trust Deed Amendment	(I) Rationale for Proposed Trust Deed Amendment; and  (II) Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted	Why it would not be appropriate for the Trustee to unilaterally certify the Proposed Trust Deed Amendment
		<p>These proposed amendments are broadly consistent with provisions in the trust deeds of other REITs and/or business trusts in Singapore where there are unitholding restrictions imposed on such REITs and/or business trusts.</p> <p>(II) <b><u>Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted</u></b></p> <p>If this Proposed Trust Deed Amendment is not adopted, the New Internalised Manager will not have the ability to "clawback" Units that were acquired above the permitted limit without MAS approval so as to resolve the relevant breaches of the Regulatory Requirements under the SFA and its capital markets services licence.</p> <p><b>The Regulatory Qualifications must be satisfied at all times in order for the New Internalised Manager to not be in breach of its capital markets services licence for REIT management and be at risk of losing its licence as a result thereof.</b></p> <p>Failure by any Unitholder to comply with the Regulatory Qualifications without any appropriate recourse available to the New Internalised Manager and/or Trustee under the Trust Deed to remedy the same may result in fines, penalties or sanctions being imposed or other enforcement action being taken against the relevant Unitholder or the New Internalised Manager. This may adversely affect the regulatory status, business, financial condition, results of operations and prospects of Sabana Industrial REIT and/or the New Internalised Manager.</p>	<p>It is therefore not appropriate for the Trustee to unilaterally certify these Proposed Trust Deed Amendments.</p>
3.	Disclosure of Interests	<p>(I) <b><u>Rationale for Proposed Trust Deed Amendment</u></b></p> <p>As stated above, Unitholders will be regarded as having an interest in the shares of the New Internalised Manager in proportion to their respective unitholding in Sabana Industrial REIT, in accordance with the SFA.</p>	



S/N	Category of Proposed Trust Deed Amendment	(I) Rationale for Proposed Trust Deed Amendment; and (II) Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted	Why it would not be appropriate for the Trustee to unilaterally certify the Proposed Trust Deed Amendment
		<p>Accordingly, a Unitholder will have to comply with certain legal and regulatory requirements in respect of any applicable changes in unitholding (being proportionate to its interest in the shares of the New Internalised Manager). MAS has clarified that the abovementioned requirements will apply to Unitholders upon implementation of the internalisation.</p> <p>The Trust Deed should therefore be amended to bind and impose obligations on Unitholders to comply with the necessary notification requirements related to their unitholding (in proportion to their interest in the shares of the New Internalised Manager).</p> <p><b>(II) <u>Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted</u></b></p> <p><b>Unitholders who fail to comply with such applicable legal and regulatory requirements may be subject to penalties under the SFA. This will also mean that the New Internalised Manager may not be able to comply with its corresponding licensing condition in relation to the notification of changes in interests in its shares to the MAS, which may result in sanctions being imposed or other enforcement action being taken against the New Internalised Manager.</b> This may adversely affect the regulatory status, business, financial condition, results of operations and prospects of Sabana Industrial REIT and/or the New Internalised Manager.</p> <p>Furthermore, the reputation of Sabana Industrial REIT and/or the New Internalised Manager may suffer as a result of any failure on the part of a Unitholder to comply with the applicable legal and regulatory requirements, which in turn may have a material adverse effect on its business and operating results.</p>	
4.	Lending, Borrowing and Raising Money for the Manager	<p><b>(I) <u>Rationale for Proposed Trust Deed Amendment</u></b></p> <p>In an external manager model, external borrowings by a REIT are primarily intended for, amongst others, meeting the liabilities of the REIT itself and funding</p>	These amendments result in a material change to the nature of the borrowings / fund raisings undertaken by Sabana Industrial REIT, and exposes Sabana Industrial REIT to credit risks that are not ordinarily characteristic of passive real-estate investments.

S/N	Category of Proposed Trust Deed Amendment	(I) Rationale for Proposed Trust Deed Amendment; and  (II) Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted	Why it would not be appropriate for the Trustee to unilaterally certify the Proposed Trust Deed Amendment
		<p>the acquisition of real estate assets. In such event, the shareholders of an external REIT manager ensures that there is sufficient funding available to the REIT manager in order to (a) support its ongoing operating expenses, and (b) maintain its minimum capital and funding requirements required for a capital markets services licence holder as prescribed under the SFA.</p> <p>In an internalised manager model, the New Internalised Manager is expected to be an asset light entity. External borrowings and/or other forms of funding from Sabana Industrial REIT may be required to support the function of the New Internalised Manager, in addition to the New Internalised Manager's fee income. However, the existing external borrowing provisions in the Trust Deed do not allow for this.</p> <p><b>It may be beneficial for the Trust Deed to expressly allow Sabana Industrial REIT the flexibility to extend funding to the New Internalised Manager by way of lending, so as to facilitate the proper discharge of and compliance by the New Internalised Manager of its duties and with applicable regulatory requirements.</b></p> <p>The Trust Deed should therefore be amended to allow for lending, borrowing or raising of money by Sabana Industrial REIT for the purposes of funding the New Internalised Manager.</p> <p><b>(II) <u>Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted</u></b></p> <p>If this Proposed Trust Deed Amendment is not adopted, Sabana Industrial REIT and the New Internalised Manager may face additional constraints in supporting the operations of the New Internalised Manager on a sustainable basis.</p> <p>In particular, if Sabana Industrial REIT is not expressly permitted under the Trust Deed to borrow or raise money to fund the operations of the New Internalised Manager, it may pose challenges to the operations of Sabana Industrial REIT</p>	<p>As a consequence of implementing the internalisation, the risk profile of Sabana Industrial REIT with an internalised manager model is different from its previous externally managed model.</p> <p>These amendments (and the consequences of them) were not contemplated at the time of passing of the 7 August 2023 EGM approving the internalisation.</p> <p><b>It is therefore not appropriate for the Trustee to unilaterally certify these Proposed Trust Deed Amendments.</b></p>

S/N	Category of Proposed Trust Deed Amendment	(I) Rationale for Proposed Trust Deed Amendment; and (II) Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted	Why it would not be appropriate for the Trustee to unilaterally certify the Proposed Trust Deed Amendment
		<p>under the new internalised structure going forward. In the event that Sabana Industrial REIT otherwise does not have sufficient income to sustain the operations of the New Internalised Manager and no alternative options emerge to address this shortfall, this may have an adverse effect on Sabana Industrial REIT's business, financial condition and results of operations.</p> <p>Furthermore, in the event the New Internalised Manager is unable to maintain its minimum capital and funding requirements required for a capital markets services licence holder as prescribed under the SFA, it will be operating in breach of the SFA. Such non-compliance may result in enforcement action being taken against the New Internalised Manager, which may adversely affect the regulatory status, business, financial condition, results of operations and prospects of Sabana Industrial REIT.</p>	
5.	Establishment of, acquisition of and/or investments into subsidiaries of the Manager	<p>(I) <b>Rationale for Proposed Trust Deed Amendment</b></p> <p>Under the existing externalised management structure, the property manager of Sabana Industrial REIT is a wholly-owned subsidiary of the REIT manager. Under an internalised management model, the set-up of the property management function will have to be considered and provided for, which may include a replication of the existing structure, i.e. the property manager of Sabana Industrial REIT may continue to be a wholly-owned subsidiary of the New Internalised Manager ("<b>Existing Property Management Structure</b>").</p> <p>If Clause 16.4 of the Trust Deed is not amended, the New Internalised Manager would not be permitted to invest trust monies into securities of, or lend trust monies to, the New Internalised Manager or its subsidiaries.</p> <p><b>The Trust Deed should give Sabana Industrial REIT the flexibility, if it chooses to replicate the Existing Property Management Structure, to permit the New Internalised Manager to hold and provide funding from Sabana Industrial REIT to a property manager subsidiary.</b></p>	<p>As stated above, these amendments result in a material change to the nature of the investments of, and the borrowings / fund raisings undertaken by, Sabana Industrial REIT.</p> <p>This results in, amongst others, a change to the risk profile of Sabana Industrial REIT as a result of the implementation of the internalisation.</p> <p>These amendments (and the consequences of them) were not contemplated at the time of passing of the 7 August 2023 EGM approving the internalisation.</p> <p><b>It is therefore not appropriate for the Trustee to unilaterally certify these Proposed Trust Deed Amendments.</b></p>

S/N	Category of Proposed Trust Deed Amendment	(I) Rationale for Proposed Trust Deed Amendment; and (II) Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted	Why it would not be appropriate for the Trustee to unilaterally certify the Proposed Trust Deed Amendment
		<p>The Trust Deed should therefore be amended to permit the establishment, acquisition and/or investments into subsidiaries of the New Internalised Manager.</p> <p>(II) <b><u>Certain identified risks in the event the Proposed Trust Deed Amendment is not adopted</u></b></p> <p>If this Proposed Trust Deed Amendment is not adopted, Sabana Industrial REIT will not have the flexibility to replicate the Existing Property Management Structure under the internalised manager model, the consequence of which is that it will not have access to the potential benefits such Existing Property Management Structure may provide (including, for example, the benefits that may arise from confining risks associated with property management within a legal entity that is separate from the New Internalised Manager).</p> <p>Alternatively, if the New Internalised Manager decides not to provide for the property management function internally, a new external property manager will have to be sourced to manage the assets of Sabana Industrial REIT. There is no assurance that the New Internalised Manager will be able to engage an appropriately qualified external property manager with the relevant experience and knowledge. In such circumstances, if the New Internalised Manager is unable to engage an adequate external property manager, Sabana Industrial REIT's business, results of operations and financial condition may be adversely affected.</p>	

**REQUISITIONISTS 18 APR LETTER**

The Manager assumes no responsibility for any of the contents of the Requisitionists 18 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Requisitionists 18 Apr Letter. The views expressed in the Requisitionists 18 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.



Date: Thursday 18th April 2024

**Attention: The Board of Directors  
Sabana Real Estate Investment Management Pte. Ltd.  
(As Manager of Sabana Industrial REIT)**  
151 Lorong Chuan  
2-03 New Tech Park  
Singapore 556741

**HSBC Institutional Trust Services (Singapore) Limited  
(in its capacity as trustee of Sabana Industrial REIT)**  
10 Marina Boulevard  
48-01 Marina Bay Financial Centre  
Singapore 018983

Dear Mr Han, Board of Directors of Sabana Real Estate Investment Management Pte. Ltd., Mr Desousa and Ms Liau,

**Clarifications and Amendments of Requisition Notice Dated 25 March 2024 in Response to Trustee's Update Letter to Unitholders dated 9 April 2024**

1. We refer to the letter from HSBC Institutional Trust Services (Singapore) Pte. Ltd (“**Sabana Trustee**”, or “**Trustee**”) dated 9 April 2024 on Sabana unitholders’ Requisition Notice dated 25 March 2024 (the “**2<sup>nd</sup> Requisitioned Resolutions**”);
2. Sabana Unitholders are disappointed to note that the Trustee has not provided any real response to the resolutions.
3. We fully reject the Trustee’s comment that the 2<sup>nd</sup> Requisitioned Resolutions are to circumvent the need to table Proposed Trust Deed amendments for Unitholders’ consideration and approval.
4. Firstly, Unitholders have specifically passed Resolution 6 on the 8<sup>th</sup> March 2024 EGM, which amongst other things, directs the Trustee and its advisors to undertake their best endeavors to 1) implement the Internalisation process without any amendments to the Trust Deed; 2) ensure that any proposed amendments to the Trust Deed are absolutely necessary to effect Internalisation; 3) seek any necessary waivers from the regulators to implement Internalisation.
5. In the same vein, the 2<sup>nd</sup> Requisitioned Resolutions seek to protect the best interests of Unitholders by directing the Trustee to seek the most cost effective and expedient manner to implement the Internalisation process.



6. Any proposed amendments to the Trust Deed would involve substantial delay and incur additional expenses and should therefore, in the interests of the Unitholders, be avoided unless strictly necessary to implement Internalisation. Unitholders are unconvinced that the Trustee's proposed Trust Deed amendments are strictly necessary in order to implement Internalisation.
7. Secondly, the Trustee makes a broad sweeping statement that "*the removal of the Trust Deed Amendments from the Trust Deed may result in ambiguities in the Trust Deed and cause prejudice to the operation and management of Sabana Industrial REIT and accordingly, its Unitholders*", without offering any specific examples or evidence to support such a statement. This clearly neither demonstrates nor justifies that the proposed Trust Deed amendments are necessary to effect Internalisation.
8. Unitholders also remind the Trustee that it has spent the substantial amount of more than S\$5 million of unitholders' monies and is over eight months in the Internalisation process. Similarly, questions remain over whether the Order 32 Application is strictly necessary for the Internalisation process or merely another totally unnecessary impediment created by the Trustee to potentially obstruct the speedy and successful conclusion of the Internalisation process. This is as unitholders have already given clear directions to the Trustee to implement the Internalisation without any amendments to the Trust Deed and with as few obstacles as possible.
9. Thirdly, the requisitioned EGM is the internal democratic process of the REIT, where all unitholders can vote. Unitholders' statutory right to convene a general meeting is one of the 'key rights' provided by law to unitholders to marshal all unitholders of a REIT together to provide an opportunity for them to deliberate and resolve tabled proposals that may affect the direction of the REIT.
10. The requisitioned EGM therefore offers an opportunity for all Sabana Unitholders to vote in accordance with how they would like to direct the Trustee to execute on the Internalisation.
11. We wish to highlight that, from the Trustee's update dated 9 April 2024, it appears that the Trustee has not complied with Resolution 6 passed at the 8<sup>th</sup> March 2024 EGM, in that the Trustee has continued to propose amendments to the Trust Deed without considering whether the amendments are absolutely necessary to implement Internalisation, nor has the Trustee provided any evidence to Unitholders on whether it has consulted with and sought waivers from the regulators on the amendments that it has proposed.
12. We wish to state that we share the Trustee's desire for clarity and progress. In order to reduce costs and the need for potential further EGMs on the basis of the existing Requisitioned Resolutions, we, the requisitionists, have decided to **modify** the following Requisitioned Resolutions as set out in red below. The modifications are done with the intention of providing clarity to the Trustee with regards to Unitholders' views and expedite the Internalisation process, while the substance of the resolutions as a whole remains unchanged.



13. In this regard, the Requisitionists, which are also members of the Internalisation Committee, would be grateful if the EGM can be conducted without any further changes of the existing timeline. This will lead to time and cost savings, which are ultimately in the best interest of and highly beneficial to all Sabana Unitholders.

## **ORDINARY RESOLUTIONS**

### **RESOLVED:**

**RESOLUTION 1:** ~~That, if the Trustee be directed not to amend the -does not provide written certification pursuant to Clause 28.2 of the Trust Deed for its new proposed Trust Deed amendments relating to the incorporation of relevant safeguards “on the manner of the Trustee’s holding of the shares of the internal manager for the benefit of Unitholders, and the governance structure put in place to ensure that the Trustee would not be able to exercise control over the internal manager’s REIT management activities” (as described by the Trustee in its presentation on 8 March 2024), the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) allow the incorporation of the above in the Company’s constitution, management contract of the Internal Manager, and/or any other means, such that no Trust Deed amendments are required. related to clearly and expressly authorizing Sabana Industrial REIT to hold unlisted shares in a company providing internal REIT management functions as provided in Annex C S/N 1 of the Trustee letter on 9 April 2024.~~

### **Explanatory Statements:**

14. Sabana REIT’s Trust Deed already clearly specifies that the REIT is allowed to invest in all investments specified as a permissible investment in the Property Funds Appendix of the CIS Code, Real Estate Related Assets as well as unlisted shares or stock of or issued by local or foreign non property companies or corporations if permitted by the Authority.
15. The Trustee has stated in its presentation material on 8 March 2024 and its letter dated 9 April 2024 that MAS has provided the relevant waivers to enable Sabana REIT to own the Internal Manager as a permissible investment under the CIS Code and Property Funds Appendix.
16. It is therefore absolutely unnecessary to again set out expressly in the Trust Deed that Sabana Industrial REIT is permitted to operate under an internal REIT manager model, when the Trust Deed has clearly stated that the REIT is allowed to do so.
17. Ultimately, Resolution 1 is for all Sabana unitholders to vote in a democratic process on how they would like to direct the Trustee to implement the Internalisation. We urge Sabana Trustee to fully respect the wishes and implement the directions from Sabana unitholders.





**RESOLUTION 2:** That if the Trustee still deems it necessary be directed to not to amend the Trust Deed, including Clause 16.4 of the Trust Deed, but does not provide written certification pursuant to Clause 28.2 of the Trust Deed despite the MAS waivers allowing Sabana REIT to invest in the Internal Manager and to provide initial and subsequent capital injections, the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or the Trust Deed related to investing the monies of Sabana Industrial REIT in the Manager. (b) propose and implement any other alternative solutions, such that no Trust Deed amendments are required.

Explanatory Statements:

18. Sabana REIT's Trust Deed already clearly specifies that the REIT is allowed to invest in all investments specified as a permissible investment in the Property Funds Appendix of the CIS Code, Real Estate Related Assets as well as unlisted shares or stock of or issued by local or foreign non property companies or corporations if permitted by the Authority.
19. The Trustee has stated in its presentation material on 8 March 2024 and its letter on 9 April 2024 that MAS has provided the relevant waivers to enable Sabana REIT to own the Internal Manager as a permissible investment under the CIS Code and Property Funds Appendix.
20. Further, there are multiple options to fund the Internal Manager as it is non-capital intensive and has low capital requirements. The Internalisation Committee is ready to discuss with the Trustee with regards to the numerous available options.
21. Ultimately, Resolution 2 is for all Sabana unitholders to vote in a democratic process on how they would like to direct the Trustee to implement the Internalisation and we urge Sabana Trustee to fully respect the wishes and implement the direction of Sabana unitholders.

**RESOLUTION 3:** That, if the Trustee be directed to incorporate the relevant provisions of the Securities and Futures Act 2001, Guidelines to All Holders of Capital Markets Services License for Real Estate Investment Trust Management and/or any licensing conditions of the REIT manager does not provide written certification pursuant to Clause 28.2 of the Trust Deed for their new proposed Trust Deed amendments relating to the compliance with the Regulatory Requirements of the shareholders of the Internal Manager (as defined and described by the Trustee in its presentation on 8 March 2024), and in Annex C S/N 2 and 3 of its Letter on 9 April 2024 the Trustee be directed to consult with and seek regulatory waivers and/or directions from the regulatory authorities to (a) enable the Trustee to provide the said written certification, and/or (b) allow the incorporation of the above in the Company's constitution, management contract of the Internal Manager, Sabana Industrial REIT's website, circulars, annual reports and/or any other means, such that no Trust Deed amendments are required.

Explanatory Statements:



22. The proposed addition of the provisions of the Securities and Futures Act 2001 (“SFA”) and the Guidelines to All Holders of Capital Markets Services License for Real Estate Investment Trust Management (“Guidelines”) into the Trust Deed (“**Proposed Provisions**”) is unnecessary to effect Internalization.
23. Firstly, the Trust Deed already expressly states that the manager of Sabana REIT – be it the current External Manager or the new Internal Manager that will be implemented pursuant to Internalization (“Internal Manager”) – and its shareholders are subject to SFA and MAS requirements.
24. As the Trustee has itself admitted, the failure by any unitholder to comply with the regulatory requirements will already result in enforcement action being taken by MAS against the relevant Unitholder. MAS can impose sanctions, fines and penalties and also compel any errant unitholder, who does not comply with the regulations, to dispose of the units in Sabana REIT.
25. Leaving aside the Trust Deed, such detailed Proposed Provisions regarding the shareholders of REIT managers are not even spelled out in the company constitutions of external managers. It is already clearly understood that all shareholders of the External Manager have to comply with MAS regulations.
26. The information contained in the Proposed Provisions (the SFA, the Guidelines, and the licensing conditions) are also publicly available – unitholders are more than capable of accessing and referring to the same on their own. It is more useful if Sabana REIT states this in its public materials and on its website so that all unitholders are aware of this.
27. Amending the Trust Deed to reflect the Proposed Provisions will not make the provisions any clearer to unitholders or potential investors because the Trust Deed itself is generally inaccessible. It is not available to non-investors and is difficult to access even for unitholders as they must make an appointment and come to the office of the REIT Manager to physically inspect the Trust Deed.
28. By way of example, during the Internalisation of Croesus Retail Trust (“Croesus”), unitholders of Croesus were also subject to SFA regulatory restrictions. However, Croesus did not amend its Trust Deed in order to effect the Internalisation and instead informed its unitholders that they will be subject to these regulatory restrictions by way of a circular dated 15 June 2016 related to the Croesus Internalisation vote.
29. While Croesus proposed to amend the Trust Deed related to the regulatory restrictions, this was done only in October 2016, after the successful completion of Internalisation in August 2016. Nowhere in the Circular for the 30 June 2016 EGM, where the Internalisation was voted in, was it mentioned that the Internalisation vote would be contingent on any later amendment to the Trust Deed. Nowhere in the October 2016 Circular for the proposed Trust Deed amendment was it stated that the Internal Manager would not be able to function or the



Internalisation would fail if the proposed Trust Deed amendment was not passed. This further confirms that the proposed Trust Deed amendment was inconsequential to effect the Internalisation at Croesus.

30. Accordingly, if the Trustee is of the view that the proposed relevant provisions of the Guidelines, SFA and/or licensing conditions should be brought to the attention of unitholders, the Trustee can choose to: (a) incorporate these provisions into the company constitution of the Internal Manager; (b) inform Sabana unitholders by way of circular, in the same way Croesus had done; and/or (c) expressly provide this information in the Annual Reports, on the public website or via SGX announcements of Sabana REIT. Amending the Trust Deed to reflect the relevant Guidelines and SFA sections will not serve any purpose except to be an obstacle to Internalisation.

**RESOLUTION 4:** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed and/or any other clauses related to lending, ~~external~~ borrowing and raising money for the Manager as provided in Annex C S/N 4 of the Trustee letter on 9 April 2024., ~~unless the Trustee is prepared to provide written certification pursuant to Clause 28.2 of the Trust Deed for its proposed amendment.~~

*Explanatory Statement:*

31. The proposed amendments are not necessary to effect Internalisation at Sabana REIT.
32. Croesus Retail Trust also did not amend its Trust Deed related to this matter when it successfully and fully completed its Internalisation in August 2016. While Croesus proposed to amend the Trust Deed related to the above, this was done only in October 2016, after the successful completion of the Internalisation in August 2016. Nowhere in the Circular for the 30 June 2016 EGM, when the Internalisation was voted in, was it mentioned that the Internalisation vote would be contingent on any later amendment to the Trust Deed. Nowhere in the October 2016 Circular for the proposed Trust Deed amendment was it stated that the Internal Manager would not be able to function or the Internalisation would fail if the proposed Trust Deed amendment was not passed. This confirms that the proposed Trust Deed amendment was inconsequential to effect the Internalisation at Croesus. It is also not necessary to successfully effect Internalisation at Sabana REIT.

**RESOLUTION 5:** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed and/or any other clauses related ~~relating~~ to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore as provided in Annex C S/N 5 of the Trustee letter



~~on 9 April 2024, unless the Trustee is prepared to provide written certification pursuant to Clause 28.2 of the Trust Deed for its proposed amendment.~~

Explanatory Statement:

33. The proposed amendments are not necessary to effect Internalisation.
34. Croesus Retail Trust also did not amend its Trust Deed related to this matter when it successfully and fully complete its Internalisation in August 2016.

**RESOLUTION 6:** ~~That the Trustee be directed to provide a clear timeline for when Internalisation can be completed.~~

Explanatory Statement:

35. The Trustee has provided an indicative timeline for the implementation of Internalisation in the update letter to unitholders on 9 April 2024. As such, the above resolution is no longer necessary.

**RESOLUTION 7:** That the Trustee be directed to inform unitholders immediately and consult with MAS and the Internalisation Committee on all other proposed Trust Deed amendments and seek regulatory waivers and/or directions from MAS, such that no Trust Deed amendments are required unless Trustee certification can be provided to ensure that the Internalisation can be successfully implemented.

Explanatory Statement:

36. This is to ensure that the Trustee does not further propose any Trust Deed amendments which are unnecessary to successfully effect Internalisation and to seek regulatory waivers and directions from MAS and consult with the Internalisation Committee on any further proposed amendments.

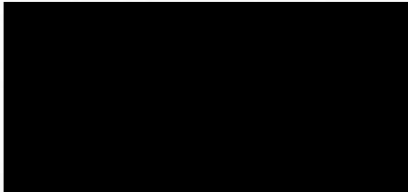
**Conclusion**

37. Accordingly, we are appreciative of the Trustee's attempts to better understand Sabana Unitholders' position and would like to reiterate that the EGM is the internal democratic process, in where unitholders can discuss, deliberate and resolve tabled proposals on the directions of Internalisation. We therefore ask that the EGM proceeds without any change of the existing timeline.

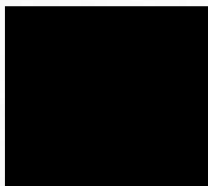
Thank you.



**Name of Unitholder: Quarz Capital ASIA (Singapore) Pte. Ltd**



**Jan Frederic Moermann**  
**Chief Investment Officer**  
**Quarz Capital ASIA (Singapore) Pte. Ltd**



**Havard Chi**  
**Unitholder and Head of Research**  
**Quarz Capital ASIA (Singapore) Pte. Ltd**



**Full Name of Unitholder:** [REDACTED]

**Identity Card No:** [REDACTED]

**Custodian:** [REDACTED]

**Signature:** [REDACTED]



**Full Name of Unitholder:**

**Identity Card No:**

**Custodian:**

**Signature:**



**Full Name of Unitholder:**

**Identity Card No:**

**Custodian:**

**Signature:**





**Full Name of Unitholder:**

**Identity Card No:**

**Custodian:**

**Signature:**

**TRUSTEE 26 APR STATEMENT**

The Manager assumes no responsibility for any of the contents of the Trustee 26 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Apr Statement.



26 April 2024

**Sabana Real Estate Investment Management Pte. Ltd.**  
**(in its capacity as manager of Sabana Industrial Real Estate Investment Trust ("Sabana Industrial REIT")) (the "Manager")**  
151 Lorong Chuan, #02-03  
New Tech Park  
Singapore 556741

Attention: Mr Donald Han, Chief Executive Officer

Dear Sirs

**UPDATE TO UNITHOLDERS OF SABANA INDUSTRIAL REIT FROM HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED (IN ITS CAPACITY AS TRUSTEE OF SABANA INDUSTRIAL REIT) (THE "TRUSTEE") – 26 APRIL 2024**

1. We refer to (i) the Trustee's Statements dated 21 July 2023, 29 August 2023, 4 October 2023, 7 November 2023, 6 December 2023, 15 December 2023, 9 January 2024, 23 January 2024, 30 January 2024, 20 February 2024, 29 February 2024, 8 March 2024, 22 March 2024, 26 March 2024 and 9 April 2024 (collectively, the "**Trustee's Statements**"); (ii) the requisition notice from certain unitholders ("**Unitholders**") of Sabana Industrial REIT dated 25 March 2024 ("**2nd Requisition Notice**") to the Manager to convene an extraordinary general meeting ("**EGM**") and table certain resolutions (the "**2nd Requisitioned Resolutions**") to the Unitholders; and (iii) the letter dated 18 April 2024 from the Unitholders requisitioning the 2nd Requisitioned Resolutions (the "**Latest Requisitionists' 18 April 2024 Letter**"), seeking to withdraw or modify the 2nd Requisitioned Resolutions (the "**Latest Requisitioned Resolutions**"), all of which were published via SGXNet.
2. In this regard, the Trustee wishes to provide the following update and the Trustee's views on the Latest Requisitionists' 18 April 2024 Letter to all Unitholders, as set out in the Appendix to this letter.
3. Terms defined in the Trustee's Statements shall, unless the context otherwise requires, have the same meanings when used in this letter.
4. Please publish this letter as an announcement via SGXNet and to the extent that the circular in relation to the Proposed EGM has yet to be despatched to Unitholders, include this letter in the circular.
5. The Trustee urges Unitholders to carefully consider all the information that has been publicly disclosed in respect of the 2nd Requisitioned Resolutions and the Latest Requisitioned Resolutions.

Yours faithfully

For and on behalf of  
**HSBC Institutional Trust Services (Singapore) Limited**  
**(in its capacity as trustee of Sabana Industrial Real Estate Investment Trust)**

RAHUL DESOUSA  
Authorised Signatory

**HSBC Institutional Trust Services (Singapore) Limited**  
10 Marina Boulevard, Marina Bay Financial Centre, Tower 2, #48-01, Singapore 018983  
Company Registration No : 194900022R

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## APPENDIX

### Trustee's Update to Unitholders of Sabana Industrial REIT

1. As stated in the Trustee's Statements, the Trustee will provide further updates and continue to engage with Unitholders in respect of material developments on the internalisation.
- A. Trustee's Views on the Latest Requisitioned Resolutions
2. The Trustee urges Unitholders to carefully consider all the information that has been publicly disclosed, in particular, the Trustee's Statement dated 9 April 2024, where the Trustee set out its views on the 2nd Requisitioned Resolutions, most of which remain applicable to the Latest Requisitioned Resolutions. The Trustee cautions that **the Latest Requisitioned Resolutions, if passed, may not be capable of being implemented in full or may cause prejudice to Sabana Industrial REIT and its Unitholders.**
3. In effect, by requisitioning a further EGM to direct the Trustee by ordinary resolution (i.e. more than 50% of votes) not to amend the Trust Deed altogether and accordingly to implement the internationalisation without such amendments, the Latest Requisitioned Resolutions seek to avoid the tabling of an extraordinary resolution (i.e. 75% or more of votes) relating to amendments to the Trust Deed for Unitholders' proper consideration and approval.
4. As stated previously, the Proposed Trust Deed Amendments have been carefully considered by the Trustee and its advisers. The Proposed Trust Deed Amendments are intended, holistically, to allow for a compliant, functional and sustainable internalised management structure and for the internal manager to operate going forward. The specific rationale for each category of the Proposed Trust Deed Amendments has been described in Annex C of the Trustee's Statement dated 9 April 2024.
5. The Trustee remains of the view that if the internalisation is effected without the Proposed Trust Deed Amendments, this could be prejudicial to the interests of Unitholders. The absence of clear and proper Trust Deed provisions would give rise to ambiguities, possible allegations of breach of Trust Deed provisions and/or prejudice to the operation and management of Sabana Industrial REIT.
6. Many of the issues raised by the Latest Requisitioned Resolutions are issues of law and legal interpretation, which will be appropriately considered by the Court via the Trustee's ongoing Order 32 Application. Please refer to Section B below for an update on the status of the Order 32 Application. The Trustee urges all Unitholders to wait for the Court's decision so that Unitholders' position on the Latest Requisitioned Resolutions can be informed accordingly.
7. The Trustee's specific views on the Latest Requisitioned Resolutions and other matters raised in the Latest Requisitionists' 18 April 2024 Letter are set out in the **Annex** to this Statement. This includes the Trustee's views as to why the internalisation of Croesus Retail Trust is not an appropriate analogy to draw with the present internalisation. Key amongst these reasons is that the regulatory regime for the trustee-manager of Croesus Retail Trust (a business trust) is different from the regulatory regime for the manager of Sabana Industrial REIT (a REIT).
- B. Amended Order 32 Application and Court Hearing Date
8. The Trustee wishes to update Unitholders that it amended its application in HC/OA 19/2024 on 22 April 2024 (the "**Amended Order 32 Application**", and together with the original Order 32 Application filed on 9 January 2024, the "**Order 32 Application**") to reflect the updated Proposed Trust Deed Amendments as disclosed in the Trustee's Statement dated 9 April 2024. A specific prayer has also been added pursuant to the directions of Unitholders under Resolution 10 of the resolutions tabled at the EGM held on 8 March 2024 (the "**8 March 2024 Resolutions**").
9. The Trustee wishes to update that, as the date of this Announcement, the Court hearing date for the Order 32 Application has been set for **Tuesday, 21 May 2024.**

HSBC Institutional Trust Services (Singapore) Limited  
10 Marina Boulevard, Marina Bay Financial Centre, Tower 2, #48-01, Singapore 018983  
Company Registration No: 194900022R

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10. For Unitholders' information, the prayers being sought in the Order 32 Application are noted below with new prayers underlined:
- (a) a declaration that amendments to the Trust Deed are required to implement the resolutions approved at the extraordinary general meeting of the Unitholders held on 7 August 2023;
  - (b) a declaration that the Trustee's power under Clause 28.2.1 of the Trust Deed to certify that amendments to the Trust Deed do not materially prejudice the interests of the Unitholders and do not operate to release to any material extent the Trustee or Manager from any responsibility to the Unitholders, is in the nature of a discretion rather than an obligation;
  - (c) a declaration that the Trustee is at liberty to convene an extraordinary general meeting of the Unitholders in accordance with the requirements of the Trust Deed and the CIS Code to consider the Proposed Trust Deed Amendments;
  - (d) liberty to apply to Court for further directions in the event an extraordinary general meeting is convened;
  - (e) in the event that the Trustee convenes an EGM of the Unitholders to consider the Proposed Trust Deed Amendments, a declaration on:
    - (i) whether the Manager and its shareholders and related parties are in a conflict of interest situation where any resolution to amend the Trust Deed, if passed, will affect their fee income from the existing Manager; and
    - (ii) whether the Manager and its shareholders and related parties ought to be permitted to vote in relation to any such resolution to amend the Trust Deed for the reason stated at the prayer described in paragraph 10(e)(i) or for any other reason.

(the "**Voting Prayer**");
  - (f) in the event the Court does not grant any or all of the prayers set out in paragraphs 10(a) to 10(e), liberty to apply to Court for directions as to the method in which the Trustee shall implement the internalisation of the REIT management function;
  - (g) costs for the Order 32 Application to be provided for; and
  - (h) such further or other relief as the Court deems fit.
11. The Voting Prayer as described in paragraph 10(e) above is a new prayer, and has been added pursuant to the directions of Unitholders under Resolution 10 of the 8 March 2024 Resolutions.
12. The prayer as described in paragraph 10(f) above is a new prayer to provide the Trustee with the flexibility to seek further directions from the Court with a view to progressing the internalisation process as expeditiously as possible in the event that any or all of the prayers as described in paragraphs 10(a) to 10(e) are not granted by the Court.
13. The Trustee has also added the shareholders and related parties of the Manager, being (a) ESR Group Limited, (b) E-Shang Infinity Cayman Limited and (c) E-Shang Jupiter Cayman Limited (collectively, the "**ESR Entities**") as parties to the Amended Order 32 Application, in order to allow the ESR Entities an opportunity to put forward their views on the orders being sought in the Order 32 Application, in particular, the Voting Prayer, to the Court for its consideration.
14. In the interests of certainty, clarity and efficiency for the implementation of the internalisation, the Trustee is working with all parties to progress the Order 32 Application as expeditiously as practicable.

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15. The Trustee however wishes to highlight to Unitholders that the occurrence of further contingencies and events beyond the Trustee's control which pertain to the subject matters of the Order 32 Application (including the Latest Requisitioned Resolutions) may result in further costs and delay in the progress of the Order 32 Application and the internalisation as a whole.
16. A copy of the Amended Order 32 Application will be made available to Unitholders for inspection (by appointment) during regular business hours at the registered office of the Trustee upon request by email to the following email address: [sabana.trustee@hsbc.com.sg](mailto:sabana.trustee@hsbc.com.sg). For verification, Unitholders are requested to provide their name, securities account details and identification number (where applicable) in their email request.
17. Any Unitholder who wishes to be joined as a party to the Order 32 Application is requested to consult their own legal advisers on making the necessary application to the Court, and inform the Trustee's solicitors, Rajah & Tann, of 9 Straits View #06-07, Marina One West Tower, Singapore 018937 by way of notice in writing of its intention to do so.

**The information contained in this announcement does not constitute legal or other professional advice. If any Unitholder is considering being joined as a party to the Order 32 Application or is in doubt as to the course of action they should take, they should seek their own independent professional advice immediately.**

**Any such action taken and/or professional advice sought by a Unitholder in respect of the Order 32 Application (including the joining of a Unitholder as a party to the Order 32 Application) shall be at their own cost. None of the Trustee or its respective directors, officers, employees, agents or affiliates makes any recommendation as to the course of action that Unitholders should take.**

C. *Response from MAS and SGX RegCo on the Voting Issue*

18. The Trustee also wishes to update Unitholders that further to its application to the MAS to seek the MAS' guidance and views on the Voting Issue (as directed by Resolution 10 of the 8 March 2024 Resolutions), the MAS has on 24 April 2024 responded that the Voting Issue relates to Rule 748(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**"), and that the MAS notes that the SGX RegCo has given its view on the Voting Issue. As disclosed by the Manager on 22 April 2024, the SGX RegCo is of the view that should an EGM be necessary to consider the Proposed Trust Deed Amendments, there is no requirement under the Listing Manual for ESR Group Limited and its related parties to be disenfranchised from voting on the Proposed Trust Deed Amendments, provided that the Proposed Trust Deed Amendments are not proposed to benefit the interest of any specific Unitholder, and is to effect the internalisation.

D. *Update on Engagement with the Internalisation Committee*

19. Further to the Trustee's Statement dated 26 March 2024 regarding the Internalisation Committee, the Trustee continues to engage with the Internalisation Committee. The Trustee and the Internalisation Committee had agreed to schedule another meeting to be held on 24 April 2024, but this was subsequently postponed. On 23 April 2024, the Internalisation Committee proposed amendments to the Trustee's proposed terms of reference for the Internalisation Committee that were disclosed in the Trustee's Statement dated 26 March 2024. The Trustee will review and consider these amendments for the protection of all Unitholders' interests, and work with the Internalisation Committee towards a consensus on this matter.

E. *General Matters*

20. The Trustee notes that considerable time and resources had to be incurred to consider and address each of the proposals, amendments and withdrawals from the requisitioning Unitholders for the 8 March 2024 Resolutions and the Latest Requisitioned Resolutions (the "**Requisitionists**"). This has resulted in delays and expenses on the internalisation workstreams including the Order 32 Application. The Trustee is concerned about the potential confusion and

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- prejudice to Unitholders which could be caused by repeated requisitions, amendments, withdrawals, and delays.
21. The Trustee would like to reiterate its previous requests to Unitholders to support a proper and orderly process for the internalisation (including awaiting the outcome of the Order 32 Application). The Trustee shares the views of SGX RegCo as stated in their letter dated 18 April 2024 (and disclosed by the Manager on 22 April 2024) that further delay in the implementation of the internalisation would not be in the interest of Unitholders.
  22. The Trustee will continue to provide further updates and engage with Unitholders in respect of material developments. All updates from the Trustee will be in the form of announcements via SGXNet.
  23. In addition to the communication channels established by the Manager for Sabana Industrial REIT, Unitholders may direct their enquiries to [sabana.trustee@hsbc.com.sg](mailto:sabana.trustee@hsbc.com.sg).

## ANNEX

### Trustee's Views on each of the Latest Requisitioned Resolutions

The Trustee sets out below the Latest Requisitioned Resolutions as set out in the Latest Requisitionists' 18 April 2024 Letter and elaborates on its views in respect of them. For ease of reference, the Trustee has maintained the numbering of the 2nd Requisitioned Resolutions notwithstanding the withdrawal of Resolution 6 of the 2nd Requisitioned Resolutions pursuant to the Latest Requisitionists' 18 April 2024 Letter.

**Resolution 1:** *That the Trustee be directed not to amend the Trust Deed related to [sic] clearly and expressly authorizing Sabana Industrial REIT to hold unlisted shares in a company providing internal REIT management functions as provided in Annex C S/N 1 of the Trustee letter on 9 April 2024.*

**Resolution 2:** *That the Trustee be directed not to amend the Trust Deed, including Clause 16.4 of the Trust Deed related to investing the monies of Sabana Industrial REIT in the Manager.*

**Resolution 3:** *That, the Trustee be directed to incorporate the relevant provisions of the Securities and Futures Act 2001, Guidelines to All Holders of Capital Markets Services License for Real Estate Investment Trust Management and/or any licensing conditions of the REIT manager as defined and described by the Trustee in its presentation on 8 March 2024, and in Annex C S/N 2 and 3 of its Letter on 9 April 2024 in the constitution, management contract of the Internal Manager, Sabana Industrial REIT's website, circulars, annual reports and/or any other means, such that no Trust Deed amendments are required.*

**Resolution 4:** *That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed and/or any other clauses related to lending, borrowing and raising money for the Manager as provided in Annex C S/N 4 of the Trustee letter on 9 April 2024.*

**Resolution 5:** *That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed and/or any other clauses related to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore as provided in Annex C S/N 5 of the Trustee letter on 9 April 2024.*

Trustee's Views	
(a)	The Trustee's views on Resolutions 2 to 5 of the 2nd Requisitioned Resolutions and the rationale for the Proposed Trust Deed Amendments, as set out in Annexes B and C of the Trustee's Statement dated 9 April 2024 respectively, remain applicable.
(b)	<b>In addition, certain provisions of the Trust Deed if not amended, may result in a breach of the Trust Deed and/or facilitate a breach of the Trust Deed by the Trustee. As such, if the resolutions are passed, there is a question as to how the internalisation may be legally effectuated without being in breach of the Trust Deed.</b>
(c)	The Trustee may have to incur further costs and expenses to seek clarification, including from the Court, as to their implementation if these resolutions are passed.
Further Clarifications with Reference to Citing Croesus Retail Trust as a Relevant Example for Internalisation	
The Trustee also sets out below its clarifications in respect of the repeated references to the internalisation of the trustee-manager of Croesus Retail Trust in the Latest Requisitionists' 18 April 2024 Letter as a relevant example and basis of justification for the Latest Requisitioned Resolutions.	

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General clarification

- (a) As previously explained, the example of Croesus Retail Trust is not an appropriate analogy to draw with the internalisation of the existing Manager of Sabana Industrial REIT primarily because (i) unlike Sabana Industrial REIT, Croesus Retail Trust is a business trust and is therefore subject to a different regulatory regime, and (ii) the internalisation of the trustee-manager for Croesus Retail Trust was effected through a different structure.
- (b) While the Trustee is not able to comment or speculate as to the reasons behind why Croesus Retail Trust did not require trust deed amendments at the point of internalisation, the Trustee notes that a number of the amendments to the trust deed of Croesus Retail Trust which were introduced shortly after the internalisation did provide for matters arising from the internalisation (such as incorporating express cross-references to the terms of the trustee-manager share-trust deed, and authorising Croesus Retail Trust to lend monies to and guarantee the obligations of the trustee-manager share-trust). This is substantially similar to the current situation involving Sabana Industrial REIT, where the internalisation was approved by Unitholders at the 7 August 2023 EGM, and steps are now being taken to work towards a subsequent EGM to consider the Proposed Trust Deed Amendments.
- (c) Accordingly, the Trustee queries the basis of the Requisitionists' view at paragraph 29 of the Latest Requisitionists' 18 April 2024 Letter that trust deed amendments were "*inconsequential*" to effect the internalisation of Croesus Retail Trust.

Clarifications in respect of specific Latest Requisitioned Resolutions

- (d) **Resolutions 1 and 2:** In relation to the Requisitionists' justifications in paragraphs 14 to 21 of the Latest Requisitionists' 18 April 2024 Letter:
  - (i) as mentioned previously in the Trustee's Statement dated 9 April 2024, the Trust Deed of Sabana Industrial REIT must be clear that it is permitted to operate under an internal REIT manager model and invest monies of Sabana Industrial REIT in the internal manager. In particular, if Clause 16.4 of the Trust Deed is not amended, there is a real risk that Sabana Industrial REIT is operating in breach of its Trust Deed by investing trust monies in the internal manager through the implementation of the internalisation; and
  - (ii) based on publicly available information, it would appear that there is no provision in the trust deed of Croesus Retail Trust that is equivalent to Clause 16.4 of the Trust Deed. Accordingly, there would have been no need for an equivalent amendment to be made to the trust deed for Croesus Retail Trust given that there is no such provision to begin with.
- (e) **Resolution 3:** In relation to the justifications in paragraphs 22 to 30 of the Latest Requisitionists' 18 April 2024 Letter:
  - (i) given that the trustee-manager of Croesus Retail Trust (being a business trust) is not a capital markets services licence holder, the provisions of the Securities and Futures Act 2001 of Singapore ("**SFA**") relating to the change of control of a capital markets services licence holder are not applicable in the context of Croesus Retail Trust. Accordingly, there would have been no need for an equivalent amendment to be made to the trust deed for Croesus Retail Trust; and
  - (ii) based on publicly available information, the Trustee notes that Croesus Retail Trust had amended its trust deed to refer to unitholders' deemed interest in the shares of the internalised trustee-manager, such that the relevant provisions in the SFA which

require substantial shareholders of a trustee-manager to disclose their interests in the internalised trustee-manager would similarly apply to unitholders of Croesus Retail Trust (see the proposed new clause 5.2A at page B-22 of the circular dated 5 October 2016 issued by Croesus Retail Asset Management Pte. Ltd.).

While the Trustee does not purport to know the exact rationale for the trustee-manager of Croesus Retail Trust putting forth such an amendment to its trust deed following its internalisation, it would appear that the proposed new clause 5.2A of the trust deed of Croesus Retail Trust addresses the same concern as that underlying the Proposed Trust Deed Amendments relating to the Unitholders' obligations under the SFA on the disclosure of interests in the internal manager, as explained at S/N 3 of Annex C of the Trustee's Statement dated 9 April 2024.

**Resolution 7:** *That the Trustee be directed to inform unitholders immediately and consult with MAS and the Internalisation Committee on all other proposed Trust Deed amendments and seek regulatory waivers and/or directions from MAS, such that no Trust Deed amendments are required unless Trustee certification can be provided to ensure that the Internalisation can be successfully implemented.*

#### **Trustee's Views**

- (a) The Trustee's views on Resolution 7 of the 2nd Requisitioned Resolutions and in relation to its engagement with the MAS as set out in the Trustee's Statement dated 9 April 2024 remain applicable.
- (b) As regards to consultation with the Internalisation Committee, the Trustee wishes to reiterate the following as stated in the Trustee's Statement of 26 March 2024:
  - (i) conflicts of interest arise as the members of the Internalisation Committee are employees of Quarz (who is a party to the Order 32 Application) or other members of the Sabana Growth Internalization Committee, both of which have publicly disagreed with the Trustee on the issues under the Order 32 Application; and
  - (ii) the Internalisation Committee is therefore not the appropriate forum to discuss the Trust Deed amendments and the Order 32 Application.

**TRUSTEE 22 MAR STATEMENT**

The Manager assumes no responsibility for any of the contents of the Trustee 22 Mar Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 22 Mar Statement.



22 March 2024

**Sabana Real Estate Investment Management Pte. Ltd.**  
**(in its capacity as manager of Sabana Industrial Real Estate Investment Trust (“Sabana Industrial REIT”)) (the “Manager”)**

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

Attention: Mr Donald Han, Chief Executive Officer

Dear Sirs

**UPDATE TO UNITHOLDERS OF SABANA INDUSTRIAL REIT – 22 March 2024**

1. We refer to the Trustee’s Statements dated 21 July 2023, 8 August 2023, 29 August 2023, 4 October 2023, 7 November 2023, 6 December 2023, 15 December 2023, 9 January 2024, 23 January 2024, 30 January 2024, 20 February 2024 and 29 February 2024 (collectively, the “**Trustee’s Statements**”) and the Trustee’s presentation (and accompanying notes thereto) at the extraordinary general meeting of Sabana Industrial REIT held on 8 March 2024 (“**8 March 2024 EGM**”), all of which were published via SGXNet.
2. In this regard, the Trustee wishes to provide the following update to all Unitholders as set out in the Appendix to this letter.
3. Terms defined in the Trustee’s Statements shall, unless the context otherwise requires, have the same meanings when used in this letter.
4. Please publish this letter as an announcement via SGXNet.

Yours faithfully

For and on behalf of  
**HSBC Institutional Trust Services (Singapore) Limited**  
**(in its capacity as trustee of Sabana Industrial Real Estate Investment Trust)**

RAHUL DESOUSA  
Authorised Signatory

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## APPENDIX

### Trustee's Update to Unitholders of Sabana Industrial REIT

#### A. Trustee's Message to Unitholders

1. The Trustee remains committed to serving Unitholders' interests and progressing the internalisation.
2. Following the conclusion of the 8 March 2024 EGM, the Trustee is working with the relevant parties to implement the resolutions passed at the 8 March 2024 EGM ("**8 March 2024 Resolutions**") in accordance with its duties and in the best interest of Unitholders while continuing to progress the internalisation.

#### B. Updates Specific to the 8 March 2024 Resolutions

3. The Trustee has identified the necessary next steps for the implementation of the 8 March 2024 Resolutions and is reviewing the impact that these resolutions have, or may have, on existing workstreams for the internalisation. Please refer to **Annex A** for more information on the next steps as well as certain additional considerations in relation to the 8 March 2024 Resolutions.
4. In particular, the Trustee would like to update that:

##### The Trustee's Letter to ESR

- (a) Following the passing of Resolution 1 of the 8 March 2024 Resolutions, the Trustee has written to ESR Group Limited and its relevant related entities (collectively "**ESR**"), in their capacity as owner of Sabana Real Estate Investment Management Pte. Ltd. (i.e., the Manager), to seek ESR's views on, amongst others, whether ESR would be willing to consider and discuss any potential acquisition of the Manager (fully functioning with the necessary licences, personnel, assets and an undertaking from ESR to fully support the internalisation) for a maximum all-in purchase price of not more than S\$10,000,000.
- (b) As at 21 March 2024, the Trustee has not received a response from ESR in respect of the above. The Trustee will keep Unitholders updated on any material developments relating to its engagement with ESR pursuant to Resolution 1 of the 8 March 2024 Resolutions.

##### Establishment of the Internalisation Committee

- (c) As directed by the passing of Resolution 3 of the 8 March 2024 Resolutions, the Trustee has on 21 March 2024 established the Internalisation Committee which comprises Mr Imran Chng Pia Ser, Mr Lim Hock Chuan, Mr Havard Chi Cher Pan, Mr Low Chin Yee, Mr Jan Frederic Moermann and Mr Saha Anshuman Manabendranath.
- (d) The Trustee has contacted the above members of the Internalisation Committee and has scheduled a meeting for 25 March 2024 (the "**Initial Committee Meeting**") to discuss the ongoing internalisation process, amongst other matters. The Initial Committee Meeting, as well as all other meetings of the Trustee and the Internalisation Committee, are intended to be conducted in accordance with a set of terms of reference, which the Trustee intends to share with Unitholders via an announcement on SGXNet following the Initial Committee Meeting.

##### Writing to MAS and SGX-ST on the Voting Issue

- (e) As directed by the passing of Resolution 10 of the 8 March 2024 Resolutions, the Trustee has also written to the Monetary Authority of Singapore ("**MAS**") and the Singapore Exchange Securities Trading Limited ("**SGX-ST**") to seek guidance on the issue of whether the Manager and its shareholders and related parties ought to be permitted to vote on any resolution to amend the Trust Deed (the "**Voting Issue**").

### Updates on the Order 32 Application

- (f) The Trustee continues to progress the originating application filed by it on 9 January 2024 under Order 32 of the Rules of Court 2021 of Singapore (the “**Order 32 Application**”) as expeditiously as possible through the Court process.
- (g) In light of the passing of Resolution 10 of the 8 March 2024 Resolutions and the MAS Responses (as defined below), Rajah & Tann Singapore LLP (“**R&T**”) has, on behalf of the Trustee, informed the Court of its intention to seek leave to amend the Order 32 Application to, amongst others, (i) modify and update the proposed amendments to the Trust Deed, and (ii) seek the guidance of the Court on the Voting Issue.
- (h) Obtaining guidance from the Court through the Order 32 Application will provide Unitholders with clarity on, amongst others, whether an extraordinary general meeting can be convened to consider the proposed Trust Deed amendments and, subsequently, which Unitholders can vote on any resolution to approve the proposed amendments to the Trust Deed.

### **C. Updates on Other Workstreams**

In addition to the Trustee’s updates on the implementation of the 8 March 2024 Resolutions, the Trustee would also like to provide the following updates in respect of the existing internalisation workstreams:

- (a) Establishing personnel for the New Internalised Manager: As previously indicated in the Trustee’s Statement of 29 February 2024, the Trustee has identified a list of qualified candidates which the Trustee is considering putting forth for the directors of the new internalised manager for Sabana Industrial REIT (“**New Internalised Manager**”).

In light of the passing of Resolution 1 of the 8 March 2024 Resolutions, the Trustee is now assessing its options to progress the workstream for the identification of qualified candidates in respect of the proposed management team for the New Internalised Manager. Please refer to **Annex A** for more information on the Trustee’s additional considerations.

- (b) Regulatory Consultation and Trust Deed Amendments: As stated in the Trustee’s Statement of 29 February 2024, the Trustee has received responses from the MAS in respect of its previous applications with the MAS (“**MAS Responses**”). The Trustee has also disclosed a list of the exemptions granted by the MAS and the MAS’ clarifications on regulatory requirements in respect of an internalised manager, as part of the accompanying notes to the Trustee’s presentation at the 8 March 2024 EGM.

The Trustee continues to work with its advisers to engage with and seek guidance from the regulators in respect of regulatory issues arising out of the internalisation and the 8 March 2024 Resolutions (including, amongst others, the fulfilment of certain conditions set out in the MAS Responses, the Voting Issue and the licensing of the New Internalised Manager).

- 5. As stated in the Trustee’s Statements, the Trustee will continue to provide updates and engage with Unitholders in respect of material developments. All updates from the Trustee will be announced via SGXNet.
- 6. In addition to the communication channels established by the Manager for Sabana Industrial REIT, Unitholders may direct their enquiries to [sabana.trustee@hsbc.com.sg](mailto:sabana.trustee@hsbc.com.sg).

## Annex A

### NEXT STEPS AND RELEVANT CONSIDERATIONS IN RELATION TO THE 8 MARCH 2024 RESOLUTIONS

**Resolution 1:** That the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be put on notice that unitholders reject: (1) any proposal to acquire the existing REIT Manager (fully functioning REIT Manager with the necessary licenses, personnel, assets and an undertaking from the direct and indirect owners to fully support internalisation) directly or indirectly for a maximum all-in offer price exceeding S\$10,000,000 and any such transaction post one month of this resolution, and (2) any proposal to acquire any assets (including the employment contracts) of the existing Manager at any price.

#### Trustee's Next Steps

- (a) Engage with ESR on the potential acquisition of the shares of the Manager for a maximum all-in purchase price of not more than S\$10 million.

**Deadline:** 8 April 2024 (being one month from the date this resolution was passed).

Additional Considerations: Engagement with ESR will cease by 8 April 2024 if no contractual agreement has been entered into between the parties for the acquisition of the shares of the Manager for a maximum all-in purchase price of not more than S\$10 million as per Resolution 1.

If a potential share acquisition is to materialise, the terms of this acquisition would be subject to Unitholder approval at a subsequent extraordinary general meeting ("**EGM**") to be convened by the Trustee and would be subject to the rules relating to interested person transactions under Chapter 9 of the Listing Manual of the SGX-ST (including, without limitation, those relating to abstention from voting by interested persons, obtaining an independent financial adviser's opinion on whether the potential share acquisition is on normal commercial terms and is prejudicial to the interests of the REIT and the minority unitholders).

- (b) If ESR is prepared to consider the potential acquisition of the shares of the Manager for a maximum all-in purchase price of not more than S\$10 million, the Trustee will (i) apply to the MAS for approval for the Trustee to acquire effective control of the Manager and any other related approvals as necessary, and (ii) engage the MAS on resolving any regulatory issues with acquiring the shares of the Manager, notwithstanding the earlier resolution for the removal of the Manager which was passed at the EGM on 7 August 2023.

In addition to the above, the Trustee will also observe the directions set out in the Requisitionists' letter of 21 February 2024 and will:

- (c) Pause the existing workstream on the establishment of a new entity for the New Internalised Manager.

Additional Considerations: Substantive work which had been done in respect of the establishment of a new entity for the New Internalised Manager from scratch (as expressly directed under Resolution 2 passed at the 7 August 2023 EGM), including (i) the incorporation of the entity to serve as the New Internalised Manager and (ii) the groundwork for the licensing and capitalisation of such entity, may no longer be applicable to the Work Plan.

Pending the outcome of engagements with ESR in (a) above, the Trustee will determine whether it is necessary to resume or permanently cease the work on the establishment of a new entity to serve as the New Internalised Manager.

- (d) Not engage in discussions with the Manager in relation to any acquisition of assets (including employees) of the Manager.

Additional Considerations: It is common for employment contracts (particularly employment contracts for senior management) to contain notice periods and restrictions relating to potential future employment. Accordingly, without first reaching agreement in relation to exit arrangements

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with an existing employer, including the waiver of any surviving contractual obligations, a senior employee may be precluded from working in a similar capacity for a substantial period of time, even if such employee were to cease employment on their own accord and leave on good terms.

With the passing of this Resolution 1, the Trustee will not engage in discussions with the Manager and/or ESR for the negotiated termination/transfer of employment of any existing employees of the Manager. Practically, this means that there may no longer be an opportunity to reach an agreement in relation to exit arrangements and to hire relevantly skilled employees of the Manager to properly resource and transition their employment to the New Internalised Manager.

This would potentially have an impact on the timing for and progress of the New Internalised Manager's application for a capital markets services licence, as well as on the operational continuity and handover timelines of the REIT management function from the existing Manager to the New Internalised Manager.

#### Status

- (a) The Trustee had on 14 March 2024 written to ESR to seek clarity on its position regarding the potential acquisition of the shares of the Manager for a maximum all-in purchase price of not more than S\$10 million. As at 21 March 2024, the Trustee has not yet received a response from ESR.

**Resolution 3:** *That the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be directed, within two weeks of this resolution, to form a committee ("Internalisation Committee") consisting of Mr. Imran Chng Pia Ser, Mr Lim Hock Chuan, Mr. Havard Chi Cher Pan, Mr. Low Chin Yee, Mr. Jan Frederic Moermann and Mr. Saha Anshuman Manabendranath, and the Internalisation Committee, in their capacity as the authorised representative of all unitholders, shall be consulted by the Trustee and supervise the implementation of internalisation.*

#### Trustee's Next Steps

- (a) Establish the Internalisation Committee and its terms of reference.

**Deadline:** 22 March 2024 (being two weeks from the date this resolution was passed).

- (b) Seek to execute a non-disclosure agreement ("**NDA**") with all members of the Internalisation Committee and establish a set of terms of reference and confidentiality for the operation of the Internalisation Committee to allow for a clear, constructive and efficient framework for consultations with the Internalisation Committee which protects the interests of all Unitholders.

Additional Considerations: To seek to ensure that confidential information of the REIT is protected for the benefit of all Unitholders and that the applicable provisions of the Securities and Futures Act 2001 are observed. Alternatively, in the absence of an NDA, members of the Internalisation Committee will be provided with publicly available information only.

- (c) Consult with the Internalisation Committee on matters relating to the implementation of the internalisation on an ongoing basis and in accordance with the terms of reference proposed by the Trustee and to be presented to the Internalisation Committee at the Initial Committee Meeting on 25 March 2024.

Additional Considerations: The implementation of Resolution 3 is to be balanced against, amongst other things, the Trustee's fiduciary duties to act in the best interest of Unitholders and Sabana Industrial REIT.

#### Status

- (a) The Internalisation Committee has been established on 21 March 2024.

- (b) Each of the members of the Internalisation Committee has received an NDA and the terms of reference for the Internalisation Committee for their consideration.

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- (c) The Trustee will have the Initial Committee Meeting with the Internalisation Committee on 25 March 2024.

**Resolution 4:** That should the Trustee convene an extraordinary general meeting regarding any proposed amendments to the trust deed dated 29 October 2010 constituting Sabana Industrial REIT (as amended, varied, or supplemented from time to time) (the “Trust Deed”), the Trustee be directed to state, with respect to each proposed amendment (and any consequential amendments required) to the Trust Deed (if any): (a) whether each such proposed amendment (and any consequential amendments required) are strictly necessary to effect internalisation; and (b) the Trustee’s opinion, and reasons for such opinion, on whether, each such proposed amendment (and any consequential amendments required) necessary to effect internalisation may adversely affect the interests of the Manager and its sponsor[s], whether directly or indirectly, given that internalisation would affect the fee income of the Manager and its sponsor[s].

**Resolution 5:** That the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be directed to consider and confirm whether any proposed amendments to the Trust Deed (if any amendment is required at all) to effect internalisation of the REIT management function, “does not materially prejudice the interests of the Holders and does not operate to release to any material extent the Trustee or the Manager from any responsibility to the Holders” according to Clause 28.2.1 of the Trust Deed, and if not, to provide the basis and reasons for coming to such conclusion.

**Resolution 6:** That the Trustee be directed to ensure that it and its advisors undertake their best endeavours to (1) implement the internalisation process without any amendments to the Trust Deed; (2) ensure that any proposed amendments to the Trust Deed are absolutely necessary to effect internalisation; (3) seek any necessary waivers from the regulators to implement internalisation; and (4) if any amendments to the Trust Deed referred to in Resolution 5 do not materially prejudice the interests of the Holders and do not operate to release to any material extent the Trustee or the Manager from any responsibility to the Holders, the Trustee be directed to provide such certification referred to in Clause 28.2.1 of the Trust Deed.

#### **Trustee’s Next Steps**

##### Order 32 Application

- (a) Review, modify and update the proposed Trust Deed amendments required for an internalised manager structure as a result of the 8 March 2024 Resolutions and the MAS Responses.
- (b) File the necessary documents under the Order 32 Application which will provide the Court with the updated set of proposed Trust Deed amendments and, amongst others, set out the Trustee’s views on whether (i) each such proposed amendment is strictly necessary to effect the internalisation, and (ii) each such proposed amendment necessary to effect the internalisation may adversely affect the interests of the Unitholders.
- (c) Provide updates to Unitholders in respect of the above when there are material updates.

**Deadline:** By the date to be determined by the Court as part of the Order 32 Application process. The Trustee is making all efforts to expedite the Order 32 Application process.

##### EGM

- (d) Disclose the rationale for the proposed Trust Deed amendments in the circular for the subsequent EGM to be convened by the Trustee for Unitholders to consider and vote on a complete internalisation plan that is capable of implementation when all the material workstreams of the internalisation are ready for Unitholders’ consideration in a holistic manner.

**Status**

- (a) R&T has, on behalf of the Trustee, informed the Court of its intention to seek leave to amend the Order 32 Application to, amongst others, (i) modify and update the proposed amendments to the Trust Deed, and (ii) seek the guidance of the Court on the Voting Issue.

**Resolution 7:** *That the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be directed to incorporate the governance rights which enable unitholders to appoint, vote in, remove and re-elect directors in the constitution of the internal manager to be set up and no amendment to the Trust Deed is required.*

**Resolution 8:** *That the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be directed to incorporate unitholder's right to approve any change of control in the internal manager in the management agreement with the internal manager and no amendment to the Trust Deed is required.*

**Trustee's Next Steps**

- (a) Modify and update the proposed Trust Deed amendments required for an internalised manager structure to remove the amendments relating to the governance structure of the New Internalised Manager as a result of Resolutions 7 and 8.
- (b) File the necessary documents under the Order 32 Application which will provide the Court with the updated set of proposed Trust Deed amendments.
- (c) Where necessary, seek confirmation from the MAS that the conditions in the MAS' rulings will be met if the governance structure and the governance rights of the New Internalised Manager are documented in the constitution of the New Internalised Manager or a separate management agreement (as the case may be) instead of the Trust Deed.

**Deadline:** By the date to be determined by the Court as part of the Order 32 Application process. The Trustee is making all efforts to expedite the Order 32 Application process.

- (d) Prepare a management agreement (which incorporates the governance structure of the New Internalised Manager) to be presented to the New Internalised Manager for its consideration.

Additional Considerations: While the Trustee remains of the view that these governance provisions are necessary to be included as part of the proposed Trust Deed amendments to be binding on and for the benefit of all Unitholders, the Trustee will act on the directions of Unitholders as per Resolutions 7 and 8.

**Status**

- (a) R&T has, on behalf of the Trustee, informed the Court of its intention to seek leave to amend the Order 32 Application to, amongst others, (i) modify and update the proposed amendments to the Trust Deed, and (ii) seek the guidance of the Court on the Voting Issue.

**Resolution 10:** *That if the Trust Deed is proposed to be amended in connection with the internalisation, the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be directed to immediately seek written confirmation, guidance and/or directions from the MAS, the SGX-ST and the High Court of Singapore in the Trustee's ongoing application in HC/OA 19/2024 on (a) whether the Manager and its shareholders and related parties are in a conflict of interest situation where such resolution to amend the Trust Deed, if passed, will impact their fee income from the existing Manager; and (b) whether they ought to be permitted to vote in relation to any such resolution to amend the Trust Deed for the aforesaid or any other reason.*

<b>Trustee's Next Steps</b>
<p>(a) Include the Voting Issue in the necessary documents under the Order 32 Application and write to both the MAS and the SGX-ST on the same.</p> <p><b>Deadline:</b> By the date to be determined by the Court as part of the Order 32 Application process. The Trustee is making all efforts to expedite the Order 32 Application process.</p>
<b>Status</b>
<p>(a) The Trustee has written to both the MAS and the SGX-ST to seek its guidance on the Voting Issue.</p> <p>(b) R&amp;T has, on behalf of the Trustee, informed the Court of its intention to seek leave to amend the Order 32 Application to, amongst others, (i) modify and update the proposed amendments to the Trust Deed, and (ii) seek the guidance of the Court on the Voting Issue.</p>

**TRUSTEE 26 MAR STATEMENT**

The Manager assumes no responsibility for any of the contents of the Trustee 26 Mar Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Trustee 26 Mar Statement.



26 March 2024

**Sabana Real Estate Investment Management Pte. Ltd.**  
**(in its capacity as manager of Sabana Industrial Real Estate Investment Trust (“Sabana Industrial REIT”)) (the “Manager”)**

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

Attention: Mr Donald Han, Chief Executive Officer

Dear Sirs

**UPDATE TO UNITHOLDERS OF SABANA INDUSTRIAL REIT – 26 March 2024**

1. We refer to the Trustee’s Statements dated 21 July 2023, 8 August 2023, 29 August 2023, 4 October 2023, 7 November 2023, 6 December 2023, 15 December 2023, 9 January 2024, 23 January 2024, 30 January 2024, 20 February 2024, 29 February 2024 and 22 March 2024 (collectively, the “**Trustee’s Statements**”) and the Trustee’s presentation (and accompanying notes thereto) at the extraordinary general meeting of Sabana Industrial REIT held on 8 March 2024 (“**8 March 2024 EGM**”), all of which were published via SGXNet.
2. In this regard, the Trustee wishes to provide the following update to all Unitholders as set out in the Appendix to this letter.
3. Terms defined in the Trustee’s Statements shall, unless the context otherwise requires, have the same meanings when used in this letter.
4. Please publish this letter as an announcement via SGXNet.

Yours faithfully

For and on behalf of  
**HSBC Institutional Trust Services (Singapore) Limited**  
**(in its capacity as trustee of Sabana Industrial Real Estate Investment Trust)**

RAHUL DESOUSA  
Authorised Signatory

**HSBC Institutional Trust Services (Singapore) Limited**  
**10 Marina Boulevard, Marina Bay Financial Centre, Tower 2, #48-01, Singapore 018983**  
*Company Registration No: 194900022R*

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## APPENDIX

### **Trustee's Update to Unitholders of Sabana Industrial REIT** **– Internalisation Committee**

1. The Trustee remains committed to serving Unitholders' interests and progressing the internalisation.
2. As directed by the passing of Resolution 3 of the 8 March 2024 Resolutions and as updated in the Trustee's Statement of 22 March 2024,
  - (a) the Trustee established the Internalisation Committee on 21 March 2024 (the "**Internalisation Committee**") comprising Mr. Imran Chng Pia Ser, Mr. Lim Hock Chuan, Mr. Havard Chi Cher Pan, Mr. Low Chin Yee, Mr. Jan Frederic Moermann and Mr. Saha Anshuman Manabendranath (each of whom are employees of Quarz and/or members of the SGIC); and
  - (b) the Trustee had arranged its first meeting with the Internalisation Committee for 25 March 2024.
3. The Trustee had proposed an agenda for the meeting to discuss matters in respect of the ongoing internalisation process, the proposed terms of reference for the Internalisation Committee (please refer to Annex A) and any other business.
4. The Trustee had intended for an open and constructive meeting with the Internalisation Committee to seek its views on various workstreams affecting the progress of the implementation of the internalisation.
5. The Trustee wishes to update that notwithstanding its efforts above, the first meeting with the Internalisation Committee did not occur on 25 March 2024 as the members of the Internalisation Committee did not attend that meeting.
6. The Trustee understands that the Internalisation Committee did not attend the meeting because the Internalisation Committee wished to focus discussions on the proposed Trust Deed amendments and the Order 32 Application.
7. The Trustee notes that some Unitholders (including Quarz and members of the SGIC) have differing views from the Trustee on, amongst others, whether proposed Trust Deed amendments are required to implement the internalisation and whether an extraordinary general meeting can be convened to consider the proposed Trust Deed amendments.
8. It is for this reason that the Trustee had on 9 January 2024 submitted the Order 32 Application – to clarify these key issues and steps for the internalisation process and to ensure that the views of all Unitholders are properly considered in an appropriate forum.
9. The Trustee would like to state its position (as already communicated to the Internalisation Committee) for the benefit of all Unitholders:
  - (a) the issues before the Court under the Order 32 Application concern the interpretation of the Trust Deed and are fundamentally issues of law;
  - (b) since the members of the Internalisation Committee are employees of Quarz (a party to the Order 32 Application) or other members of the SGIC, both of which have publicly disagreed with the Trustee on these issues, conflicts of interest arise;
  - (c) the Internalisation Committee is therefore not the appropriate forum to discuss the Trust Deed amendments and the Order 32 Application; and
  - (d) such issues of law are appropriately heard and should be resolved by the Court as the appropriate forum.
10. **The Trustee therefore urges all Unitholders to respect the ongoing Court process and to allow**

HSBC Institutional Trust Services (Singapore) Limited  
10 Marina Boulevard, Marina Bay Financial Centre, Tower 2, #48-01, Singapore 018983  
Company Registration No: 194900022R

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**for these issues to be appropriately heard by the Court and decided in an orderly manner. A decision by the Court on the Order 32 Application will provide clarity for all Unitholders.**

11. In the meantime, the Trustee remains ready and willing to engage in a constructive manner with the Internalisation Committee in respect of the ongoing internalisation process.
12. Separately, to facilitate this consultative process and in light of applicable securities laws, the Trustee had also requested that members of the Internalisation Committee enter into non-disclosure agreements to safeguard the confidential information of Sabana Industrial REIT. Until such non-disclosure agreements are entered into by the members of the Internalisation Committee, the Trustee is only able to discuss public information in meetings with the Internalisation Committee.
13. As noted in the Trustee's Statements, the Trustee will continue to provide updates and engage with Unitholders in respect of material developments. All updates from the Trustee will be announced via SGXNet.
14. In addition to the communication channels established by the Manager for Sabana Industrial REIT, Unitholders may direct their enquiries to [sabana.trustee@hsbc.com.sg](mailto:sabana.trustee@hsbc.com.sg).

**Annex A**

**TERMS OF REFERENCE OF THE INTERNALISATION COMMITTEE**

**HSBC Institutional Trust Services (Singapore) Limited**  
**10 Marina Boulevard, Marina Bay Financial Centre, Tower 2, #48-01, Singapore 018983**  
*Company Registration No: 194900022R*

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## SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST

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

### TERMS OF REFERENCE OF THE INTERNALISATION COMMITTEE

#### 1. ESTABLISHMENT OF COMMITTEE

- 1.1 It is noted that at the extraordinary general meeting of Sabana Industrial Real Estate Investment Trust ("**Sabana Industrial REIT**") held on 8 March 2024, it was resolved by the unitholders of Sabana Industrial REIT ("**Unitholders**"):

*"That the Trustee of Sabana Industrial REIT, HSBC Institutional Trust Services (Singapore) Limited, be directed, within two weeks of this resolution, to form a committee ("**Internalisation Committee**") consisting of Mr. Imran Chng Pia Ser, Mr Lim Hock Chuan, Mr. Havard Chi Cher Pan, Mr. Low Chin Yee, Mr. Jan Frederic Moermann and Mr. Saha Anshuman Manabendranath, and the Internalisation Committee, in their capacity as the authorised representative of all unitholders, shall be consulted by the Trustee and supervise the implementation of internalisation",*

(the "**Committee Establishment Resolution**").

- 1.2 In accordance with the Committee Establishment Resolution, the Internalisation Committee (hereinafter, "the **Committee**") was established by HSBC Institutional Trust Services (Singapore) Limited in its capacity as trustee of Sabana Industrial REIT (the "**Trustee**") on 21 March 2024.

- 1.3 The Committee shall be governed by these terms of reference.

#### 2. COMPOSITION

- 2.1 The Committee shall comprise of the following:

- (a) Mr. Imran Chng Pia Ser;
- (b) Mr. Lim Hock Chuan;
- (c) Mr. Havard Chi Cher Pan;
- (d) Mr. Low Chin Yee;
- (e) Mr. Jan Frederic Moermann; and
- (f) Mr. Saha Anshuman Manabendranath.

- 2.2 The members of the Committee shall at all times be Unitholders as elected and authorised by the Unitholders pursuant to the Committee Establishment Resolution. The position of a member shall be personal to such member and shall not be transferable. No member of the Committee may assign, transfer or delegate all or part of their rights or obligations in respect of the Committee.

- 2.3 A member who wishes to retire or resign from the Committee shall notify the Trustee in writing.

2.4 The members of the Committee shall, within one (1) week of the establishment of the Committee, appoint a Committee Representative and an alternate from amongst themselves and shall inform the Trustee by notice in writing (signed by all members) of the identity of the Committee Representative and their alternate.

2.5 All notices, correspondence, communications signed and/or confirmed by the Committee Representative (or their alternate) shall be deemed to be from (and consented to by) all members of the Committee without further need for verification or confirmation by the Trustee.

### 3. NATURE, ROLE AND FUNCTIONS

3.1 Pursuant to the Committee Establishment Resolution, the Committee shall serve as the authorised representative of all Unitholders in:

- (a) responding to the Trustee's consultations with the Committee in connection with the implementation of the internalisation of the real estate investment trust management function of Sabana Industrial REIT ("**Internalisation Implementation**"); and
- (b) supervising the Internalisation Implementation.

3.2 The Committee is a consultative body with consultative and advisory functions to promote dialogue between the Unitholders and the Trustee in connection with the Internalisation Implementation. The Committee does not form part of Sabana Industrial REIT's governance or management functions and does not have governance, managerial or executive functions of any kind. Nor does the Committee and its members have any authority to (i) represent or bind Sabana Industrial REIT, or (ii) carry out any regulated and/or licensed activities for and on behalf of Sabana Industrial REIT.

3.3 In connection with paragraph 3.1 above, the Committee:

- (a) when consulted by the Trustee in connection with any matters relating to the Internalisation Implementation, shall provide its considered views (together with reasonable details of and basis for such views) within a reasonable timeframe for the Trustee's consideration;
- (b) be well informed and prepared for Meetings (as defined in paragraph 4.1(a) below) and to participate constructively in the deliberations at such Meetings, towards the fulfilment of the Internalisation Implementation in the interests of all Unitholders;
- (c) upon the reasonable request by the Trustee, the Committee Representative (or their alternate) shall participate in any engagements and meetings related to the Internalisation Implementation process that the Trustee arranges with third parties such as Sabana Real Estate Investment Management Pte. Ltd., (in its capacity as the interim manager of Sabana Industrial REIT) (the "**Manager**"), the Manager's shareholders, and/or lenders to Sabana Industrial REIT, subject to such terms and conditions for such meetings as reasonably agreed with the relevant third parties; and
- (d) discharge its role diligently in the interests of Sabana Industrial REIT and its Unitholders.

#### **4. ENGAGEMENT WITH THE TRUSTEE**

##### **4.1. Meetings between the Committee and the Trustee**

- (a) Meetings between the Committee and the Trustee (the "**Meetings**", and each, a "**Meeting**") shall, as far as reasonable and practicable, be held twice a month on average. Additional Meetings may be called, when necessary, upon mutual agreement between the Committee and the Trustee. All requests for additional Meetings shall be submitted in writing by the requesting party to the Committee or Trustee (as the case may be), setting out the proposed agenda and reasons for the Meeting.
- (b) The Meetings shall be conducted by means of video conferencing or other methods of simultaneous communication by electronic or telegraphic means whereby all persons participating in the Meeting can see and hear each other and participation in a Meeting in this manner shall be deemed to constitute presence in person at such Meeting or in such other manner as may be agreed between the Committee and the Trustee in writing, provided that the minutes of the Meeting are prepared in accordance with paragraph 4.1(e). There shall be no video or voice recording of Meetings unless all parties in attendance of the relevant Meeting have given their prior written consent for such recording.
- (c) A representative of the Trustee shall preside over all Meetings as chairperson of such Meetings and shall have conduct of the Meeting and the order thereof.
- (d) Without prejudice to paragraph 6, prior to the start of any Meeting, each member of the Committee shall confirm that they have no Interest (as defined in paragraph 6.1 below) in the matters to be discussed at the Meeting.
- (e) A representative of the Trustee shall be the Secretary for all Meetings. The minutes shall be prepared by the Trustee and circulated to all members of the Committee for confirmation. The agreed minutes are to be signed by the Trustee and the Committee Representative (or their alternate). Any minutes duly signed by the Trustee and the Committee Representative (or their alternate) will be made available to Unitholders for inspection upon request.

##### **4.2. Notice**

- (a) Notice of each Meeting, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded by the Trustee to each member of the Committee not fewer than two (2) business days prior to the date of the Meeting. The Committee Representative (or their alternate) may, however, consent on behalf of the Committee to shorter notice whereupon the requisite period shall be waived.
- (b) The Committee Representative (or their alternate) and/or the Trustee may reasonably propose amendments, variations and/or supplement the agenda of items, and provide the reasons for such amendment, variation or supplementation.

##### **4.3. Quorum and Attendance**

- (a) The quorum for a Meeting shall be (i) the Committee Representative (or their alternate); and (ii) at least one (1) representative of the Trustee.
- (b) No person who is not a member of the Committee or a representative of the Trustee may attend any Meeting.

#### 4.4. **Reporting**

In addition to any disclosures required by Applicable Laws (as defined in paragraph 7.2 below), the Trustee may in its reasonable discretion report on the proceedings of any Meeting to the Unitholders by way of an announcement on SGXNet or by such other manner as the Trustee considers reasonable.

#### 4.5. **Requests for Information**

- (a) Subject to paragraphs 4.5(b) and 4.5(c), the Committee:
  - (i) may reasonably request for information and updates in relation to the Internalisation Implementation, to the extent that such information is available and may be disclosed by the Trustee in compliance with any applicable confidentiality obligations to third parties and Applicable Laws (as defined in paragraph 7.2 below); and
  - (ii) shall in all cases be subject to applicable confidentiality restrictions.
- (b) All requests for information and updates shall be reasonable, substantiated and solely for the purposes of the Committee discharging its role as set out in paragraph 3 above.
- (c) The Trustee shall consider all requests for information, updates and/or advice as well as participation in any meetings/discussions pursuant to this paragraph 4. In the event the Trustee, after considering in good faith, is of the view that it cannot accede to any requests for information, updates or any participation in any meetings/discussions pursuant to this paragraph 4, the Trustee shall provide the Committee with its decision as soon as reasonably practicable, and within five (5) business days of such decision, the reasons for such decision.

### 5. **CONFIDENTIALITY**

#### 5.1. **Confidentiality**

Committee members undertake not to exploit their capacity as such for their own personal or business purposes and shall treat as strictly confidential and not disclose, use or make available any information received or obtained or to which they have access arising out of or in connection with their participation in the Committee. This obligation shall remain in force for a period of three (3) years from the end of their term as a Committee member.

#### 5.2. **Announcements**

- (a) The Committee (whether as a Committee or as individual members in their capacity as members of the Committee) shall not make any announcement or public statement to the SGX-ST or other authorities or to the media or otherwise ("**Announcements**") concerning the Internalisation Implementation or outside the scope of its functions as set out in paragraph 3 above (for example, "business-as-usual" matters of the REIT) without the prior written approval of the Trustee. This does not apply to Committee members in any other capacity.
- (b) In the event the Committee (acting individually or collectively or in any other capacity) intends to make any Announcement in connection with or relating to the Internalisation Process (including pursuant to paragraph 5.2(a) above), the Committee shall consult the Trustee as to the contents of any such Announcement. In this regard:

- (i) the Committee shall promptly notify the Trustee no later than five (5) business days before any such Announcement is made and providing the proposed form of such Announcement; and
- (ii) the Committee shall give the Trustee a reasonable opportunity to comment on the contents of any such Announcement prior to it being made and consider the reasonable comments of the Trustee.

### 5.3. **Insider Trading**

- (a) The confidential information provided to the members of the Committee may be of a non-public or price sensitive nature ("**material non public information**" or "**MNPI**"). MNPI not otherwise covered by a confidentiality agreement cannot be shared with Committee members, and in the absence of any appropriate confidentiality agreement, Committee members will only receive publicly available information.
- (b) Without prejudice to any obligations the members of the Committee may have at law or otherwise and subject to the entry of appropriate confidentiality agreements, in the event any MNPI is shared with the members of the Committee, each member of the Committee shall not (and shall procure that any funds or entities that such member manages or advises shall not) from the date of acquisition of any such MNPI and for so long as the MNPI is not generally available to the public, purchase, acquire, sell, dispose of or otherwise deal with (or enter into any agreement or make any proposal to purchase, acquire, sell, dispose of or otherwise deal with) any of the securities of Sabana Industrial REIT.

## 6. **CONFLICTS OF INTERESTS**

- 6.1 If any member of the Committee has a direct or indirect interest in any matter which conflicts or may conflict with the interests of the Trustee (in its capacity as trustee of Sabana Industrial REIT), Sabana Industrial REIT and/or the Unitholders as a whole (such interest, an "**Interest**"), such member must promptly declare said Interest by giving written notice to each other member of the Committee and the Trustee, setting out the nature and extent of such Interest.
- 6.2 In the event a member of the Committee has an Interest in any matter, such member shall not be entitled to:
  - (a) attend or participate in any Meetings, consultations or discussions to the extent that it relates to the Interest;
  - (b) receive any information or advice (including pursuant to paragraph 4.5) received by the other members of the Committee on matters that relate to the Interest; and
  - (c) be counted in a quorum at a Meeting on matters that relate to the Interest.
- 6.3 In the event the Trustee, after considering in good faith, decides that any member of the Committee has an Interest in any matter and is accordingly subject to the provisions of paragraph 6.2, the Trustee shall inform the Committee of its decision as soon as reasonably practicable, and provide to the Committee, within five (5) business days of such decision, the reasons for such decision.

## **7. LIMITATIONS**

- 7.1 The Committee shall not direct or control the acts of the Trustee in any respect. The Trustee remains supervised and regulated solely by the Monetary Authority of Singapore ("**MAS**").
- 7.2 The Trustee shall not be obliged to implement any recommendations or proposals submitted by the Committee which is in conflict of or contravenes the trust deed of Sabana Industrial REIT ("**Trust Deed**") or any legislation, laws (including common law), regulations, codes, rules (including without limitation, the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Code of Collective Investment Schemes issued by the MAS (including Appendix 6 of such Code)) or rulings, orders or any form of decisions issued by, or requirements of any governmental authority or any statutory, regulatory or supervisory bodies (including without limitation, the SGX-ST and the MAS) or any court or tribunal with competent jurisdiction, whether in Singapore or elsewhere, as amended or modified from time to time, and shall for the avoidance of doubt include any notices, directions, guidelines and/or requirements issued or imposed by, and/or agreed with, the MAS or such other governmental authority which Sabana Industrial REIT is subject to (collectively, "**Applicable Laws**").
- 7.3 In the event the Trustee, after considering in good faith, decides not to implement any recommendation or proposal by the Committee (such as, by way of example and for illustrative purposes only, where such recommendation or proposal leads to a breach of or non-compliance with Applicable Laws or falls outside the scope of the Committee Establishment Resolution), the Trustee shall inform the Committee of its decision as soon as reasonably practicable, and provide to the Committee, within five (5) business days of such decision, the reasons for such decision.

## **8. FEES AND EXPENSES**

The Committee and its members shall serve without payment of any costs, fees or expenses.

## **9. DISSOLUTION OF THE COMMITTEE**

The Committee shall be automatically dissolved upon the earlier of:

- (a) notice from all members of the Committee to the Trustee or notice from the Trustee to the Committee of the completion or the discontinuation (as the case may be) of the Internalisation Implementation;
- (b) the Committee having no remaining members; and
- (c) the passing of any resolution by the Unitholders for the dissolution of the Committee.

## **10. GENERAL**

These Terms of Reference may from time to time be amended as required, subject to the approval of the Trustee.

Approved by the Trustee on 21 March 2024.

**UNITHOLDERS 5 APR LETTER**

The Manager assumes no responsibility for any of the contents of the Unitholders 5 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Unitholders 5 Apr Letter. The views expressed in the Unitholders 5 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.

5 April 2024

To: **HSBC Institutional Trust Services (Singapore) Limited**  
**(in its capacity as trustee of Sabana Industrial Real Estate Investment Trust)**  
10 Marina Boulevard  
Marina Bay Financial Centre Tower 2 #48-01  
Singapore 018983  
Attn: Mr Rahul DeSousa

Sabana Real Estate Investment Management Pte. Ltd.  
**(in its capacity as manager of Sabana Industrial Real Estate Investment Trust)**  
151 Lorong Chuan  
2-03 New Tech Park  
Singapore 556741  
Attn: Board of Directors

**Monetary Authority of Singapore**  
10 Shenton Way  
MAS Building  
Singapore 079117  
Attn: Mr Chia Der Jiun / Ms Ho Hern Shin / Mr Lim Tuang Lee

**Singapore Exchange Regulation**  
11 North Buona Vista Drive  
#06-07 The Metropolis Tower 2  
Singapore 138580  
Attn: Mr Tan Boon Gin

Dear Sirs

1. I read with interest and deep concern the most recent letter from Quarz Capital ASIA (Singapore) Pte. Ltd and 4 other unitholders requisitioning a third EGM to vote on various resolutions relating to the internalization of the Sabana REIT.
2. To recap, Quarz had on 7 June 2023 requisitioned an EGM (held on 7 August 2023), where two ordinary resolutions by simple majority were passed which resulted in:
  - a. the removal of the existing manager Sabana Real Estate Investment Management Pte. Ltd.;
  - b. the Trustee being directed to effect the internalization of the management of the REIT.
3. Specifically on the internalization resolution, I note statements from Quarz prior to the 7 August 2023 EGM, that the resolution was to "*direct* the Sabana Trustee to consider and take additional steps to propose amendments to the Trust Deeds, particularly those which can bring best-in-class corporate governance and accountability to Sabana REIT". I note that the Sabana Trustee had also, at the time, highlighted to unitholders that if the internalization resolution was passed, it expects to have to hold 2 or more further EGMs to "*approve the necessary and specific amendments to the Trust Deed by way of extraordinary resolution(s) of the Unitholders*".



4. As an individual investor, when I invest in any REIT, I look to the Trust Deed to set out the structure of our investment vehicle and to regulate who can make investments for the REIT and what the REIT can invest in. The structure and the setup of the external manager are all clearly spelt out. Most importantly, under the trust deed, amendments of the trust deed must be approved by extraordinary resolution i.e. requiring the support of 75% or more of the unitholders present and voting. This makes it abundantly clear that the structure and style that the REIT can adopt to invest our assets can only change should a supermajority be agreeable. This is no different to most parliamentary democracies where a simple majority is all it takes to change the prime minister and the government, but to change the constitution, a supermajority is needed.
5. In simple terms if you join a club, what you can or cannot do as a member of that club are all laid out in the constitution and rules of the club. So, it should be in a REIT where unitholders can only do what the trust deed allows them to do. The trust deed and its provisions should reign supreme and be amended only with the support of a supermajority. All investors have signed on to it when they made the investment.
6. The unitholders, the manager and the trust deed are the basic elements of any REIT. The unitholders invested in an externally managed REIT and it is Sine Qua Non that changes to the trust deed to effect an internal model should require extraordinary resolutions with approval of 75%. At the time the internalization resolution was passed on 7 August 2023, the unitholders had no further details on the trust deed amendments that were required but we had the reassurance that any amendments would be subject to our further approval in line with the requirements under the trust deed.
7. The Sabana Trustee is seeking to act properly, in accordance with good corporate governance, in wanting to put forward trust deed amendments for the unitholders to consider and approve but a few unitholders are trying to prevent this democratic process from running its course. Ironically, Quarz who had argued for "best in-class corporate governance" is one of these unitholders.
8. I feel it is time for these requisitionists to realize that they cannot be chipping away at the proper governance of the REIT and passing numerous ordinary resolutions to effect the change to an internal model. I understand that the trustee is seeking guidance from the Court through its Court application. The Court process should be respected so these issues can be heard and decided in an orderly manner.

Yours faithfully,

[Redacted signature block]

Full name of Unitholder:

Identity card no.\* [Redacted]

Custodian\*: [Redacted]

[Redacted] Total holding [Redacted]

Chan Wai Kheong

Tel [Redacted]

I am also a unitholder in Sabana REIT and I agree with the views expressed by Mr Chan Wai Kheong in his letter attached.

[Redacted]  
[Redacted]  
Name of Unitholder\*:

[Redacted]

Name\*:

Designation\*:

Custodian\*:

[Redacted]

\* Asterisked information and signature to be redacted in any announcement to be made on SGX.

Full name of Unitholder\*:

Identity card no.\*:

Custodian\*:

\* Asterisked information and signature to be redacted in any announcement to be made on SGX.

\* Asterisked information and signature to be redacted in any announcement to be made on SGX

I am also a unitholder in Sabana REIT and I agree with the views expressed by Mr Chan Wai Kheong in his letter attached.



Name of Unitholder\*:

Name\*:

Designation\*:

Custodian\*:



\* Asterisked information and signature to be redacted in any announcement to be made on SGX.

Full name of Unitholder\*:

Identity card no.\*:

Custodian\*:

\* Asterisked information and signature to be redacted in any announcement to be made on SGX.

I am also a unitholder in Sabana REIT and I agree with the views expressed by Mr Chan Wai Kheong in his letter attached.

Name of Unitholder\*:

Name\*:

Designation\*:

Custodian\*:

\* Asterisked information and signature to be redacted in any announcement to be made on SGX.



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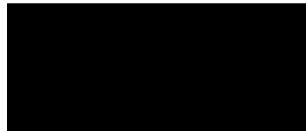
Name of Unitholder\*:

Name\*:

Designation\*:

Custodian\*:

\* Asterisked information and signature to be redacted in any announcement to be made on SGX.



Full name of Unitholder\*:

Identity card no.\*:

Custodian\*:

*shares held*:

\* Asterisked information and signature to be redacted in any announcement to be made on SGX.

**QUARZ CAPITAL 5 APR STATEMENT**

The Manager assumes no responsibility for any of the contents of the Quarz Capital 5 Apr Statement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the Quarz Capital 5 Apr Statement. The views expressed in the Quarz Capital 5 Apr Statement should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.



## **Statement from Quarz Capital**

Quarz Capital has reached an amicable resolution with ESR on HC/OC 492/2023, without any admission of liability on the part of either party (see our Statement below).

With the resolution achieved, Quarz will now be fully focused on supporting Sabana unitholders, the Sabana Growth Internalisation Committee (SGIC), and HSBC Institutional Trust Services (Singapore) Limited to ensure that Internalisation can be completed as expeditiously as possible, so that all unitholders can start benefitting from the potential dividend per unit (DPU) and unit price growth as soon as possible.

In particular, we urge all Sabana unitholders to vote for all the resolutions at the requisitioned Sabana REIT EGM to provide clear directions to the Trustee to ensure it can successfully execute on Internalisation with as few obstacles as possible.

We are fully focused on increasing shareholder value and corporate governance; we thank Sabana unitholders for their support and look forward to working with all unitholders to successfully effect Internalisation and increase value at Sabana REIT!

Sincerely,

Quarz Capital





## STATEMENT

This Statement is issued on behalf of Quarz Capital Asia (Singapore) Pte Ltd, Quarz Capital Management Ltd, Mr Jan Frederic Moermann, Mr Havard Chi Cher Pan and Mr Klaus Wille.

1. On 31 July 2023, ESR Group Limited and E-Shang Infinity Cayman Limited (collectively, the "**Claimants**") commenced legal proceedings in the High Court of Singapore in HC/OC 492/2023 (the "**Suit**") against Quarz Capital Asia (Singapore) Pte Ltd, Quarz Capital Management Ltd, Mr Jan Frederic Moermann, Mr Havard Chi Cher Pan and Mr Klaus Wille (the "**Defendants**").
2. In OA 492, the Claimants alleged that the Defendants are liable to them for defamation, malicious falsehoods and/or conspiracy relating to statements published in or around 7 June 2023 to 26 July 2023 (collectively, the "**Publications**"). The statements were published in the context of a requisition for an extraordinary general meeting of unitholders of the Sabana Industrial Real Estate Investment Trust ("**Sabana REIT**") to vote for the internalisation of Sabana REIT. A list of the Publications is set out in the Schedule.
3. The Defendants confirm that the statements in the Publications were not intended to defame, or publish falsehoods relating to the Claimants. As stated in their public letter dated 19 July 2023, the Defendants' statement that the removal of the external Sabana Manager will result in "*cost savings to Sabana REIT of about ~S\$7.25m of fees*" was incorrect, and an error. The Defendants also clarify that their statements about "*scare tactics*" being used against unitholders of Sabana REIT were not references to the Claimants. The Defendants reiterate that their statements about a potential conflict of interest should not be understood to mean that the Claimants had intended to act or were acting in actual or potential conflict of interest. The Defendants harbour no malice against the Claimants, and as a gesture of goodwill, will take down all Publications from sources within their reasonable control.
4. Without any admission of liability whatsoever, the Defendants will not make the above allegations against the Claimants.
5. In light of the foregoing, the parties wish to inform all unitholders that they have now reached a resolution of the Suit without any admission of liability.

Quarz Capital Asia (Singapore) Pte Ltd  
Quarz Capital Management Ltd  
Jan Frederic Moermann  
Havard Chi  
Klaus Wille

**Schedule**

The Publications are as follows:

- a. A letter issued on or around 7 June 2023 by Quarz Capital Asia (Singapore) Pte Ltd ("**Quarz Asia**") to the board of directors of the Sabana Manager giving notice to the Sabana Manager to convene an extraordinary general meeting ("**EGM**") to pass resolutions which called for, *inter alia*, the Sabana Manager to be removed as Manager of Sabana REIT, and for the Sabana Trustee to effect the internalisation of the REIT Management function (i.e. the Requisition). The Requisition was published on SGX's website and also on Quarz Capital Management Ltd's ("**Quarz Management**") website at <https://www.savesabanareit.com/open-letters>;
- b. A set of slides published by the Quarz Asia on or around 7 June 2023 titled "Increase Sabana REIT's DPU, Unit Price and Corporate Governance through: VOTE FOR the Removal of The Current Manager VOTE FOR the Setup of An Internal Manager". The slides were published on SGX's website and also on Quarz Management's website at <https://www.savesabanareit.com/open-letters>;
- c. A commentary published by Quarz Asia on its website at <https://www.quarzcapi.com/news/a-fresh-start-for-sabana-reit-replace-the-current-reit-manager-with-a-newly-set-up-internal-manager/> on or around 8 June 2023 titled "A Fresh start for Sabana REIT – Replace the current REIT Manager with a newly set up internal manager";
- d. A YouTube video posted on or around 13 June 2020 by Quarz Asia and/or Quarz Management on their YouTube channel titled "Internalization of Sabana REIT Manager, Upside Potential of 30%";
- e. A microsite at <https://www.savesabanareit.com/so/82OZectau?languageTag=en> created by Quarz Management on or around 23 June 2023;
- f. An open letter published by Quarz Asia on or around 28 June 2023 titled "UNITHOLDERS ISSUE OPEN LETTER AND DEMAND SABANA REIT MANAGER (SGX: M1GU) AND ESR GROUP (HKG: 1821) TO TABLE THE 2 STANDALONE ORDINARY RESOLUTIONS WITHOUT AMENDMENTS AT THE EGM";
- g. A post published by Quarz Management on or around 29 June 2023 titled "If you can't win the game, change the rules?" on the website at: <https://www.savesabanareit.com/so/d1Oa5rW5a?languageTag=en>;
- h. A post published by Quarz Management on or around 29 June 2023 titled "Sabana EGM: 'If you can't win the game, change the rules?'" on the website at: <https://savesabanareit.com/>;
- i. A post published by Quarz Management on or around 20 July 2023 titled "Court dismisses injunction to block Sabana Reit EGM" via the email newsletter at "info@savesabanareit.com" and website "www.savesabanareit.com";
- j. A post published by Quarz Asia and Quarz Management on or around 26 July 2023 titled "VOTE FOR Resolutions 1&2 to build a better and stronger Sabana with higher DPU, unit price and corporate governance!" on the website at: "<https://www.savesabanareit.com/so/1aOchMYrm?languageTag=en>";
- k. Republications:
  - (i) On 12 June 2023, Mr Klaus Wille ("**Mr Wille**") published a post titled "*Internalization of the Sabana Reit Manager: A New Chapter for Singapore Reits*" on his page on a social media platform known as LinkedIn ("**LinkedIn**").
  - (ii) On 16 June 2023, Mr Wille published a post titled "30% Upside Potential for Sabana Through Internalization of the REIT Manager" (the "**16 June LinkedIn Post**") on his page on LinkedIn.
  - (iii) Mr Jan Frederic Moermann shared the 16 June LinkedIn Post on his own LinkedIn page.

**ESR GROUP 8 APR LETTER**

The Manager assumes no responsibility for any of the contents of the ESR Group 8 Apr Letter, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in the ESR Group 8 Apr Letter. The views expressed in the ESR Group 8 Apr Letter should not be construed in any way as representing the views of Sabana Industrial REIT or the Manager.



8 April 2024

**Sabana Real Estate Investment Management Pte. Ltd.**

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

Attention: Mr Tan Cheong Hin, Chairman  
Mr Donald Han, Chief Executive Officer

Dear Sirs,

**LETTER FROM ESR GROUP**

1. We have prepared a short statement regarding the resolution of our Singapore High Court defamation action against Quarz.
2. We would be grateful if you could publish a copy of the enclosed statement as an announcement via SGXNET.

Yours faithfully

A handwritten signature in black ink, appearing to be "J.L.", is written over a horizontal line. Below the signature, the text "ESR GROUP LIMITED" is printed in a bold, sans-serif font.

**ESR Group Limited**

Suite 2905-06, Two Exchange Square, 8 Connaught Place, Central, Hong Kong  
T +852 2376 9600 | [www.esr.com](http://www.esr.com)

**ESR Group's response to the successful resolution of the Singapore High Court defamation action against Quarz.**

ESR Group is pleased to note the successful resolution of its Singapore High Court defamation action against Quarz. ESR Group took legal action against Quarz and its executives (Jan Frederic Moermann, Havard Chi and Klaus Wille) for claims of defamation, malicious falsehoods and conspiracy in connection with various publications spanning from 7 June 2023 up to 26 July 2023. These publications were shared widely on Quarz's website and other sources within their control in the lead-up to the EGM on 7 August 2023 for the internalisation requisition.

Quarz has agreed to remove all of these publications as part of a settlement and its allegations against ESR Group and in respect of the internalisation have been shown to be erroneous or misguided.

- As part of its settlement, Quarz has clearly stated that its cost-saving figure was incorrect and erroneous: *"cost savings to Sabana REIT of about ~S\$7.25m of fees' was incorrect, and an error"*.
- It has admitted that its statements *"should not be understood to mean that [ESR Group] had acted or were acting in actual or potential conflict of interest"*.
- It has admitted that it was not alleging that ESR Group used *"scare tactics"* against unitholders of Sabana REIT.

Quarz has also confirmed that it will not be making the above allegations against ESR Group in the future.

We have always maintained that the cost-savings of internalisation have been grossly overstated and Quarz's proposal does not take into full consideration the complexities of the internalisation process and the significant time and costs it will take, as per the Trustee's comments. The entire episode has resulted in a diminished value of the unit price of Sabana REIT. The lost value does not even take into account the costs of about S\$3.27million incurred (as at 31 December 2023) from the internalisation process. The mounting costs that the unitholders will have to bear is also exacerbated by the 8 March 2024 EGM which was convened pursuant to the SGIC's requisition (where Quarz is a leading member), resulting in delays to the Trustee's Court action. All these factors impact Sabana REIT's performance and its DPU. For us, the only goal is to achieve unity and profitability for all unitholders. We seek to work with all parties to ensure an outcome that is in the best interests of all unitholders.

We would like to point out that the choice made by ESR Group to pursue an amicable approach instead of legal action was to prioritise the REIT and unitholders. This ensures that information disseminated to unitholders is clear, accurate and not misleading so that informed choices can be made moving forward.

**ESR Group Limited**

Suite 2905-06, Two Exchange Square, 8 Connaught Place, Central, Hong Kong  
T +852 2376 9600 | [www.esr.com](http://www.esr.com)

## SGX REGCO 18 APR LETTER



18 April 2024

To:

ESR Group Limited

HSBC Institutional Trust Services (Singapore) Limited  
(in its capacity as the trustee of Sabana Industrial Real Estate Investment Trust)

Sabana Growth Internalisation Committee  
(comprising certain unitholders of Sabana Industrial Real Estate Investment Trust)

Sabana Real Estate Investment Management Pte. Ltd.  
(in its capacity as the manager of Sabana Industrial Real Estate Investment Trust)

Dear Sir or Madam,

1. At the extraordinary general meeting of Sabana Industrial Real Estate Investment Trust ("**Sabana REIT**") held on 7 August 2023 ("**7 Aug 2023 EGM**"), among others, Resolution 1 in relation to the removal of the Sabana Real Estate Investment Management Pte. Ltd. (as manager of Sabana REIT ("**Manager**")) and Resolution 2(a) in relation to the direction for HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Sabana REIT ("**Trustee**")) to effect the internalisation of Sabana REIT's management function ("**Internalisation**") were approved by a majority of votes cast. ESR Group Limited ("**Sponsor**") and its related parties voted on both resolutions.
2. Pursuant to and as a consequence of the aforementioned approvals, the Trustee is now proposing amendments ("**Trust Deed Amendments**") to its trust deed ("**Trust Deed**") for the purpose of effecting the Internalisation. We note that the Trustee has filed an originating application with the High Court of Singapore to seek, among other things, a declaration that the Trustee is at liberty to convene an extraordinary general meeting to consider the Trust Deed Amendments.
3. The Sponsor, the Trustee, the Sabana Growth Internalisation Committee ("**SGIC**") and the Manager have separately consulted Singapore Exchange Regulation ("**SGX RegCo**") and the Monetary Authority of Singapore on whether the Sponsor and its related parties should abstain from voting on the resolution pertaining to the Trust Deed Amendments. The parties have put forth various views on this matter.
4. While we are cognisant that the Manager continues to receive fee income as the interim manager of Sabana REIT, our understanding is that the Trust Deed Amendments seek to allow the Internalisation to be implemented in accordance with the resolutions passed at the 7 Aug 2023 EGM. As the Trust Deed is a constituent document governing Sabana REIT, any amendments thereto would affect all unitholders, including the Sponsor and its related parties. Accordingly, to the extent that the Trust Deed Amendments are not proposed to benefit the interest of any specific unitholder, and is to effect the Internalisation (which was voted on by all

**Singapore Exchange Regulation Pte. Ltd.**  
Company Reg No. 201709600D  
(A wholly-owned subsidiary of Singapore Exchange Limited)

2 Shenton Way, #02-02 SGX Centre 1, Singapore 068804  
main: +65 6236 8888  
**sgx.com**

unitholders at the 7 Aug 2023 EGM), it would similarly follow that the Trust Deed Amendments would be, as was the case at the 7 Aug 2023 EGM, voted on by all unitholders.

5. Therefore, should an extraordinary general meeting be necessary to consider the Trust Deed Amendments, SGX RegCo is of the view that there is no requirement under the SGX-ST Listing Rules for the Sponsor and its related parties to be disenfranchised from voting on the Trust Deed Amendments.
6. By all accounts, the parties have expended significant time and resources to effect the Internalisation. We note that unitholders at Sabana REIT's extraordinary general meeting held on 8 March 2024 raised concerns on the Internalisation expenses of over S\$3 million incurred between August 2023 to 31 December 2023, the complications to the Internalisation and the longer than envisaged time taken to effect the Internalisation. We believe that it is also the desire of all relevant parties for the Internalisation to be effected expeditiously. SGX RegCo is cognisant that any further delay in the implementation of the Internalisation would not be in the interest of unitholders. We urge all parties to work cohesively on the way forward so that the needs of all parties are satisfactorily met.

Yours faithfully,

Lorraine Chay  
Senior Vice President  
Listing Compliance  
Singapore Exchange Regulation

c.c. Monetary Authority of Singapore



## NOTICE OF EXTRAORDINARY GENERAL MEETING

### SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST

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

Managed by Sabana Real Estate Investment Management Pte. Ltd.  
(Company Registration No. 201005493K)

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (“**EGM**”) of the holders of units of Sabana Industrial Real Estate Investment Trust (“**Sabana Industrial REIT**”, and the holders of units of Sabana Industrial REIT, “**Unitholders**”) will be held at 9 Straits View, Level 3 Auditorium, Marina One West Tower, Singapore 018937 on Friday, 24 May 2024 at 5.00 p.m. (Singapore Time) for the purposes of considering and, if thought fit, passing the following resolutions:

*(All capitalised terms used in this Notice which are not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 9 May 2024 to Unitholders (the “**Circular**”).)*

#### ORDINARY RESOLUTIONS

**RESOLUTION 1:** That the Trustee be directed not to amend the trust deed dated 29 October 2010 constituting Sabana Industrial REIT (as amended, varied, or supplemented from time to time) (the “**Trust Deed**”) related to clearly and expressly authorizing Sabana Industrial REIT to hold unlisted shares in a company providing internal REIT management functions as provided in Annex C S/N 1 of the Trustee letter on 9 April 2024.

**RESOLUTION 2:** That the Trustee be directed not to amend the Trust Deed, including Clause 16.4 of the Trust Deed related to investing the monies of Sabana Industrial REIT in the Manager.

**RESOLUTION 3:** That the Trustee be directed to incorporate the relevant provisions of the Securities and Futures Act 2001, Guidelines to All Holders of Capital Markets Services License for Real Estate Investment Trust Management and/or any licensing conditions of the REIT manager as defined and described by the Trustee in its presentation on 8 March 2024, and in Annex C S/N 2 and 3 of its letter on 9 April 2024 in the constitution, management contract of the Internal Manager, Sabana Industrial REIT’s website, circulars, annual reports and/or any other means, such that no Trust Deed amendments are required.

**RESOLUTION 4:** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed and/or any other clauses related to lending, borrowing and raising money for the Manager as provided in Annex C S/N 4 of the Trustee letter on 9 April 2024.

**RESOLUTION 5:** That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed and/or any other clauses related to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore as provided in Annex C S/N 5 of the Trustee letter on 9 April 2024.



**RESOLUTION 6:** That the Trustee be directed to inform unitholders immediately and consult with MAS and the Internalisation Committee on all other proposed Trust Deed amendments and seek regulatory waivers and/or directions from MAS, such that no Trust Deed amendments are required unless Trustee certification can be provided to ensure that the Internalisation can be successfully implemented.

Details of the above resolutions are set out in the Circular.

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

Cho Form Po

Company Secretary Singapore

9 May 2024

**Notes:**

1. A Unitholder who is not a relevant intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. A proxy need not be a Unitholder.
2. 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.
3. A Unitholder who is a relevant intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint more than one proxy to attend, speak 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 one proxy, 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 1970 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 2001 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 1953 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.
4. The EGM will be held in a wholly physical format at 9 Straits View, Level 3 Auditorium, Marina One West Tower, Singapore 018937 on Friday, 24 May 2024 at 5.00 p.m.. There will be no option for Unitholders to participate virtually.
  5. Attendees must bring their original NRIC/Passport for verification and registration on the day of the EGM.
  6. Documents and information relating to the EGM (including the Circular, this Notice of EGM, and the Proxy Form) are electronically available on Sabana Industrial REIT’s website at <https://sabana.listedcompany.com/agem-egm.html> and on SGXNET at <https://www.sgx.com/securities/company-announcements>. Alternatively, Unitholders may also access electronic copies of the documents and information relating to the EGM by scanning the QR code below.



Printed copies of the Circular will not be despatched to Unitholders, unless otherwise requested. For Unitholders' convenience, printed copies of this Notice of EGM, the Proxy Form and the request form for Unitholders to request for a printed copy of the Circular (the "Request Form") have been despatched to Unitholders. Unitholders may request for printed copies of the Circular by completing and returning the Request Form to the Manager by Thursday, 16 May 2024. A printed copy of the Circular will then be sent to the address specified by the Unitholder at his/her/its own risk.

#### 7. Question and answer and EGM minutes

Unitholders and persons who hold Units through a relevant intermediary (including CPFIS and SRS investors), or where applicable, their appointed proxy(ies) are strongly encouraged to submit to the Manager, questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM. In order to do so, their questions must be received by the Manager no later than 10.00 a.m. on Friday, 17 May 2024. Such questions may be submitted in the following manner:

- (a) Unitholders (including CPFIS and SRS investors) may submit their questions electronically via Sabana Industrial REIT's email to [sabana-EGM2-2024@boardroomlimited.com](mailto:sabana-EGM2-2024@boardroomlimited.com), by post or by depositing at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632;
- (b) persons who hold Units through relevant intermediaries (other than CPFIS and SRS investors) may submit questions through their relevant intermediary, who in turn may submit a consolidated list of questions to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by email at [sabana-EGM2-2024@boardroomlimited.com](mailto:sabana-EGM2-2024@boardroomlimited.com); or
- (c) Unitholders and persons who hold Units through a relevant intermediary (including CPFIS and SRS investors) who submit questions in advance of the EGM should provide the following information to the Manager (or, in the case of persons who hold Units through a relevant intermediary, their relevant intermediary) for verification purposes:
  - (i) your full name;
  - (ii) your address, contact number and email; and
  - (iii) the manner in which you hold Units (if you hold Units directly, please provide your NRIC/Passport No.; otherwise, please state if you hold your Units through CPFIS or SRS, or through a relevant intermediary).

Unitholders attending the EGM may also ask questions at the EGM. The Manager will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM) submitted in advance of the EGM and received by 10.00 a.m. on Friday, 17 May 2024, by 5.00 p.m. on Sunday, 19 May 2024, being 48 hours before the closing date and time for the lodgment of Proxy Forms. The Manager will publish the responses to those questions which the Manager will not be addressing during the EGM, on Sabana Industrial REIT's website and on SGXNET prior to the EGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently not all questions may be individually addressed.

The Manager will publish the minutes of the EGM within one month after the EGM on Sabana Industrial REIT's website at <https://sabana.listedcompany.com/aggm-egm.html> and on SGXNET at <https://www.sgx.com/securities/company-announcements> and the minutes will include the responses to the substantial and relevant questions received from Unitholders which are addressed during the EGM.

#### 8. Voting, or appointing proxy(ies) to vote, at the EGM

A Unitholder who wishes to exercise his/her/its voting rights at the EGM may: (a) vote at the EGM in person or (b) appoint proxy(ies) to vote on his/her/its behalf at the EGM.

A Unitholder who wishes to submit an instrument appointing proxy(ies) must complete the accompanying Proxy Form before submitting it in the manner set out below. Printed copies of the Proxy Form have been despatched to Unitholders and the Proxy Form may also be accessed at Sabana Industrial REIT's website at <https://sabana.listedcompany.com/aggm-egm.html> and on SGXNET at <https://www.sgx.com/securities/company-announcements>.

Where a Unitholder appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM.

The Proxy Form must be deposited at the office of Sabana Industrial REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

- A. if submitted by post, be lodged at the office of the Unit Registrar at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
- B. if submitted electronically, be submitted via email to [sabana-EGM2-2024@boardroomlimited.com](mailto:sabana-EGM2-2024@boardroomlimited.com),

no later than **5.00 p.m. on Tuesday, 21 May 2024**, being 72 hours before the time fixed for the EGM.

Note: Please refer to the Notes to the Proxy Form for additional documentary requirements in the event the Proxy Form is signed by an attorney or duly authorised officer or executor(s) on behalf of a deceased individual's estate.

Proxy Forms can be downloaded from Sabana Industrial REIT's website at <https://sabana.listedcompany.com/agm-egm.html> and on SGXNET at <https://www.sgx.com/securities/company-announcements>. In the Proxy Form, a Unitholder should specifically direct the proxy on how he/she is to vote for, vote against, or abstain from voting on, each of the resolutions to be tabled at the EGM. All valid votes cast via proxy on each resolution will be counted. If no specific direction as to voting is given, the proxy (including the Chairman of the EGM) may vote or abstain from voting at his/her discretion.

Completion and submission of the Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies (including the Chairman of the EGM) shall be deemed to be revoked if a Unitholder attends the EGM, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

#### 9. Relevant intermediaries

Persons who hold Units through relevant intermediaries, other than CPFIS and SRS investors, and who wish to participate in the EGM should contact the relevant intermediary through which they hold such Units as soon as possible. Persons who hold Units through relevant intermediaries, other than CPFIS and SRS investors, may (i) vote at the EGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

In addition, CPFIS and SRS investors may (a) vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective CPF Agent Banks or SRS Operators, and should approach their respective CPF Agent Banks or SRS Operators as soon as possible in order for the necessary arrangements to be made.

#### **Important Notice**

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of Sabana Industrial REIT is not necessarily indicative of the future performance of Sabana Industrial REIT.

#### **Personal data privacy:**

By (a) submitting an instrument appointing a proxy(ies) to vote at the EGM and/or any adjournment thereof, and/or (b) submitting any question to the Manager prior to or during the EGM in accordance with this Notice of EGM, a Unitholder (including CPFIS and SRS investors):

- (i) consents to the collection, use and disclosure of the personal data of the Unitholder by the Manager and the Trustee (or their agents or service providers) for the following purposes (collectively, the "**Purposes**"):
  - (aa) the processing and administration by Sabana Industrial REIT, the Manager and/or the Trustee (or their agents) of the appointment of a proxy(ies) to vote at the EGM (including any adjournment thereof or of any other request made by the Unitholder),
  - (bb) the processing of any registration for purposes of verifying the status of Unitholders, granting access to Unitholders to the EGM and providing them with any technical assistance where necessary,
  - (cc) the addressing of relevant and substantial questions received from Unitholders in advance of the EGM and, if necessary, the following up with the relevant Unitholders in relation to such questions,
  - (dd) the preparation and compilation of the attendance lists, minutes, and other documents relating to the EGM (including any adjournment thereof), and
  - (ee) in order for Sabana Industrial REIT, the Manager and/or the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines; and
- (ii) (where the Unitholder is a relevant intermediary and discloses the personal data of a person (who holds Units through the Unitholder as relevant intermediary) to the Manager or the Trustee (or their agents or service providers))
  - (aa) warrants that the Unitholder has obtained the prior consent of such person for the collection, use and disclosure by the Manager or the Trustee (or their agents or service providers) of the personal data of such person for the Purposes and (bb) agrees to provide the Manager and the Trustee with written evidence of such prior consent upon reasonable request.

**SABANA INDUSTRIAL REAL ESTATE INVESTMENT TRUST**  
(a real estate investment trust constituted on 29 October 2010 under the laws of the Republic of Singapore)

Managed by Sabana Real Estate Investment Management Pte. Ltd.  
(Company Registration No. 201005493K)

**PROXY FORM**

**EXTRAORDINARY GENERAL MEETING**

(Before completing this form, please read the notes overleaf)

**NOTE:** This Proxy Form may be accessed at Sabana Industrial Real Estate Investment Trust's ("Sabana Industrial REIT") website at <https://sabana.listedcompany.com/agm-egm.html>, and will be made available on the SGXNET at <https://www.sgx.com/securities/company-announcements>.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing one proxy and/or representative(s), the unitholder of Sabana Industrial REIT ("Unitholder") accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 9 May 2024.

**IMPORTANT:**

- The Extraordinary General Meeting ("EGM") is being convened and will be held in a wholly physical format. **There will be no option for Unitholders to participate virtually.** In addition to printed copies of the Notice of EGM that will be sent by post to Unitholders, this Proxy Form and the Notice of EGM will also be sent to Unitholders by electronic means via publication on Sabana Industrial REIT's website at <https://sabana.listedcompany.com/agm-egm.html> and on the SGXNET at <https://www.sgx.com/securities/company-announcements>. Please refer to the Notice of EGM for the meeting venue of the EGM.
- Arrangements relating to (a) attendance at the EGM; (b) submission of questions related to the resolution to be tabled for approval at the EGM, in advance of the EGM, or at the EGM itself, and addressing of substantial and relevant questions in advance of, or at the EGM itself; and (c) voting at the EGM by the Unitholder in person or by his/her/its duly appointed proxy(ies), are set out in the Notice of EGM.
- A Unitholder who wishes to exercise his/her/its voting rights at the EGM may: (a) vote at the EGM in person or (b) appoint proxy(ies) to vote on his/her/its behalf at the EGM.
- A relevant intermediary may appoint more than one proxy to attend, speak and vote at the EGM (please see note 3 for the definition of "relevant intermediary").
- For investors holding units in Sabana Industrial REIT ("Units") through relevant intermediaries (including CPFIS or SRS investors), this Proxy Form is **NOT VALID FOR USE** and shall be ineffective for all intents and purposes if used or purported to be used by such investors. Investors holding Units through relevant intermediaries who wish to participate/vote in the EGM should contact their respective relevant intermediary as soon as possible. CPFIS and SRS investors may (a) vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective CPF Agent Banks or SRS Operators, and should approach their respective CPF Agent Banks or SRS Operators as soon as possible in order to ensure their votes are submitted.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies) to vote on the Unitholders' behalf at the EGM.**
- PLEASE READ THE NOTES TO THE PROXY FORM.**
- All capitalised terms used in this Proxy Form which are not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 9 May 2024 to Unitholders.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No. where applicable)

of \_\_\_\_\_ (Address)

being a Unitholder of Sabana Industrial REIT, hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Unitholdings	
			No. of Units	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Unitholdings	
			No. of Units	%

or failing him/her/them, the Chairman of the EGM, as my/our proxy/proxies to attend, to speak (as applicable) and to vote for me/us on my/our behalf at the EGM of Sabana Industrial REIT to be held at 9 Straits View, Level 3 Auditorium, Marina One West Tower, Singapore 018937 on Friday, 24 May 2024 at 5.00 p.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the resolutions to be tabled at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM.

No.	Resolutions	For*	Against*	Abstain*
<b>ORDINARY RESOLUTIONS</b>				
1.	That the Trustee be directed not to amend the trust deed dated 29 October 2010 constituting Sabana Industrial REIT (as amended, varied, or supplemented from time to time) (the "Trust Deed") related to clearly and expressly authorizing Sabana Industrial REIT to hold unlisted shares in a company providing internal REIT management functions as provided in Annex C S/N 1 of the Trustee letter on 9 April 2024.			
2.	That the Trustee be directed not to amend the Trust Deed, including Clause 16.4 of the Trust Deed related to investing the monies of Sabana Industrial REIT in the Manager.			
3.	That the Trustee be directed to incorporate the relevant provisions of the Securities and Futures Act 2001, Guidelines to All Holders of Capital Markets Services License for Real Estate Investment Trust Management and/or any licensing conditions of the REIT manager as defined and described by the Trustee in its presentation on 8 March 2024, and in Annex C S/N 2 and 3 of its letter on 9 April 2024 in the constitution, management contract of the Internal Manager, Sabana Industrial REIT's website, circulars, annual reports and/or any other means, such that no Trust Deed amendments are required.			
4.	That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 10.12 of the Trust Deed and/or any other clauses related to lending, borrowing and raising money for the Manager as provided in Annex C S/N 4 of the Trustee letter on 9 April 2024.			
5.	That the Trustee be directed not to incorporate any Trust Deed amendment under the existing Clause 19.9 of the Trust Deed and/or any other clauses related to the establishment and/or acquisition of subsidiaries by the Manager held directly or indirectly by the Manager in or outside of Singapore as provided in Annex C S/N 5 of the Trustee letter on 9 April 2024.			
6.	That the Trustee be directed to inform unitholders immediately and consult with MAS and the Internalisation Committee on all other proposed Trust Deed amendments and seek regulatory waivers and/or directions from MAS, such that no Trust Deed amendments are required unless Trustee certification can be provided to ensure that the Internalisation can be successfully implemented.			

\* Voting will be conducted by poll. If you wish for your proxy to cast all your votes "For" or "Against" a resolution, please indicate with a tick (✓) or a cross (X) in the "For" or "Against" boxes provided. Alternatively, please indicate the number of votes as appropriate. If you wish for your proxy to abstain from voting on a resolution, please indicate with a tick (✓) or a cross (X) in the "Abstain" box provided. Alternatively, please indicate the number of Units that your proxy is directed to abstain from voting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature(s) of Unitholder(s)/Common Seal of Corporate Unitholder

<b>TOTAL NUMBER OF UNITS HELD</b>
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**IMPORTANT: PLEASE READ NOTES TO PROXY FORM ON THE REVERSE PAGE**



**IMPORTANT: PLEASE READ THE NOTES TO THE PROXY FORM BELOW**

**Notes to the Proxy Form**

1. A Unitholder who is not a relevant intermediary and entitled to attend, speak and vote at the EGM, is entitled to appoint one or two proxies to attend, speak and vote in his/her stead.
2. 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.
3. A Unitholder who is a relevant intermediary and entitled to attend, speak and vote at the EGM is entitled to appoint more than one proxy to attend, speak 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 one proxy, 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 1970 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 2001 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 1953 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.
4. A proxy need not be a Unitholder.
5. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may appoint a proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM. This Proxy Form may be accessed at Sabana Industrial REIT's website <https://sabana.listedcompany.com/aggm-egm.html> and on the SGXNET at <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of this Proxy Form will also be sent by post to Unitholders. Where a Unitholder appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM.  
Persons who have an interest in the approval of a resolution in the Proxy Form must decline to accept appointments as proxies unless the Unitholder concerned has specific instructions in his/her/its Proxy Form as to the manner in which his/her/its votes are to be cast in respect of such resolution.
6. **This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by persons who hold Units of Sabana Industrial REIT through relevant intermediaries (including CPFIS or SRS investors).** Persons who hold units of Sabana Industrial REIT through relevant intermediaries (other than CPFIS and SRS investors) who wish to participate in the EGM should approach their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made for their votes to be submitted. CPFIS and SRS investors who wish to participate in the EGM should approach their respective CPF Agent Banks or SRS Operators as soon as possible in order for the necessary arrangements to be made.
7. A Unitholder should insert the total number of Units held. If the Unitholder has Units entered against his/her name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), he/she should insert that number of Units. If the Unitholder has Units entered against his/her name in the said Depository Register and registered in his/her name in the Register of Unitholders, he/she should insert the aggregate number of Units. If no number is inserted, this Proxy Form will be deemed to relate to all the Units held by the Unitholder.
8. The Proxy Form must be deposited at the office of Sabana Industrial REIT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - A. if submitted by post, be lodged at the office of the Unit Registrar at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
  - B. if submitted electronically, be submitted via email at [sabana-EGM2-2024@boardroomlimited.com](mailto:sabana-EGM2-2024@boardroomlimited.com), no later than **5.00 p.m. on Tuesday, 21 May 2024**, being 72 hours before the time fixed for the EGM.

1<sup>st</sup> fold here



Postage will be paid by addressee. For posting in Singapore only.

**BUSINESS REPLY SERVICE  
PERMIT NO. 08807**



**SABANA REAL ESTATE INVESTMENT MANAGEMENT PTE. LTD.**  
(As Manager of Sabana Industrial Real Estate Investment Trust)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue #14-07  
Keppel Bay Tower  
Singapore 098632

2<sup>nd</sup> fold here

9. Completion and return of the Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the EGM. Any appointment of proxy(ies) shall be deemed to be revoked if a Unitholder attends the EGM in person, and in such event, the Manager reserves the right to refuse to admit any person(s) appointed under the Proxy Form to the EGM.
10. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
11. Where the Proxy Form is signed on behalf of the appointor by an attorney or a duly authorised officer, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must (failing previous registration with the Manager), if the Proxy Form is submitted by post, be lodged with the Proxy Form, or if the Proxy Form is submitted electronically via email, be emailed with the Proxy Form, failing which the Proxy Form may be treated as invalid.
12. Any reference to a time of day is made by reference to Singapore time.
13. The Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by CDP to the Manager.
14. All Unitholders will be bound by the outcome of the EGM regardless of whether they have attended or voted at the EGM.
15. On a poll, every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he/she is the Unitholder. There shall be no division of votes between a Unitholder who is present in person and voting at the EGM and his/her proxy(ies). A person entitled to more than one vote need not use all his/her votes or cast them the same way.
16. Completion and submission of the Proxy Form shall not preclude a Unitholder from attending, speaking and voting at the EGM. Any appointment of a proxy or proxies (including the Chairman of the EGM) shall be deemed to be revoked if a Unitholder attends the EGM, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.
17. By (a) submitting an instrument appointing a proxy(ies) to vote at the EGM and/or any adjournment thereof, and/or (b) submitting any question to the Manager prior to or during the EGM in accordance with the Notice of EGM, a Unitholder (including CPFIS and SRS investors):
  - (i) consents to the collection, use and disclosure of the personal data of the Unitholder by the Manager and the Trustee (or their agents or service providers) for the following purposes (collectively, the "Purposes"):
    - a. the processing and administration by Sabana Industrial REIT, the Manager and/or the Trustee (or their agents) of the appointment of a proxy(ies) to vote at the EGM (including any adjournment thereof or of any other request made by the Unitholder),
    - b. the processing of any registration for purposes of verifying the status of Unitholders, granting access to Unitholders to the EGM and providing them with any technical assistance where necessary,
    - c. the addressing of relevant and substantial questions received from Unitholders in advance of the EGM and, if necessary, the following up with the relevant Unitholders in relation to such questions,
    - d. the preparation and compilation of the attendance lists, minutes, and other documents relating to the EGM (including any adjournment thereof), and
    - e. in order for Sabana Industrial REIT, the Manager and/or the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines;and
  - (ii) (where the Unitholder is a relevant intermediary and discloses the personal data of a person (who holds Units through the Unitholder as relevant intermediary) to the Manager or the Trustee (or their agents or service providers)) (aa) warrants that the Unitholder has obtained the prior consent of such person for the collection, use and disclosure by the Manager or the Trustee (or their agents or service providers) of the personal data of such person for the Purposes and (bb) agrees to provide the Manager and the Trustee with written evidence of such prior consent upon reasonable request.

3<sup>rd</sup> fold and glue overleaf. Do not staple.