



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 NTUC Centre, 1 Marina Boulevard, Level 8 Training Room 801, Singapore 018989 on Tuesday, 6 August 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 15 July 2024 to Unitholders (the “**Circular**”).)*

REQUISITIONISTS’ RESOLUTIONS

RESOLUTION 1 (EXTRAORDINARY RESOLUTION): That in accordance with Paragraph 28.2 of the Trust Deed, the Trust Deed be amended for the proposed amendments to Clause 16.4 of the Trust Deed which are necessary in order to effect the internalisation of Sabana Industrial REIT, in the manner described in paragraph 2.3 of the Circular and as set out in Appendix G of the Circular and that the Trustee be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee may consider expedient or necessary or in the interests of Sabana Industrial REIT to give effect to the proposed amendments to Clause 16.4 of the Trust Deed.

RESOLUTION 2 (ORDINARY RESOLUTION): That the Trustee be directed to submit the necessary licensing application for the internal manager within 1 month from the passing of Extraordinary Resolution 1.

RESOLUTION 3 (ORDINARY RESOLUTION): That the Trustee be directed to consult with the Internalisation Committee, which has been voted in by Sabana unitholders as the authorized representative of all unitholders on the search, shortlisting and appointment of directors and senior management.

RESOLUTION 4 (ORDINARY RESOLUTION): That the Trustee be directed to announce the appointment of directors of the new Internalised Manager; put up each director individually for the endorsement of unitholders after they are appointed; and remove any director who is not endorsed by unitholders with immediate effect.

TRUSTEE'S RESOLUTIONS

RESOLUTION 5(A) (EXTRAORDINARY RESOLUTION): That, subject to and contingent upon Resolution 1 being passed, in accordance with Paragraph 28.2 of the Trust Deed, the Trust Deed be amended in relation to the Proposed Authorised Investments Amendments and the Proposed Subsidiaries Amendments:

- (i) in the manner described in paragraph 2.4.3(a) of the Circular and as set out in Part 1A of Appendix H of the Circular; and
- (ii) in the manner described in paragraph 2.4.3(b) of the Circular and as set out in Part 1B of Appendix H of the Circular;

and that the Trustee be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee may consider expedient or necessary or in the interests of Sabana Industrial REIT to give effect to the Proposed Authorised Investments Amendments and the Proposed Subsidiaries Amendments;

RESOLUTION 5(B) (EXTRAORDINARY RESOLUTION): That, subject to and contingent upon Resolution 1 being passed, in accordance with Paragraph 28.2 of the Trust Deed, the Trust Deed be amended in relation to the Proposed Funding Amendments in the manner described in paragraph 2.4.3(c) of the Circular and as set out in Part 2 of Appendix H of the Circular and that the Trustee be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee may consider expedient or necessary or in the interests of Sabana Industrial REIT to give effect to the Proposed Funding Amendments;

RESOLUTION 5(C) (EXTRAORDINARY RESOLUTION): That, subject to and contingent upon Resolution 1 being passed, in accordance with Paragraph 28.2 of the Trust Deed, the Trust Deed be amended in relation to the Proposed Control Amendments in the manner described in paragraph 2.4.3(d) of the Circular and as set out in Part 3 of Appendix H of the Circular and that the Trustee be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee may consider expedient or necessary or in the interests of Sabana Industrial REIT to give effect to the Proposed Control Amendments;

RESOLUTION 5(D) (EXTRAORDINARY RESOLUTION): That, subject to and contingent upon Resolution 1 being passed, in accordance with Paragraph 28.2 of the Trust Deed, the Trust Deed be amended in relation to the Proposed Disclosure Amendments in the manner described in paragraph 2.4.3(e) of the Circular and as set out in Part 4 of Appendix H of the Circular and that the Trustee be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee may consider expedient or necessary or in the interests of Sabana Industrial REIT to give effect to the Proposed Disclosure Amendments;

RESOLUTION 5(E) (EXTRAORDINARY RESOLUTION): That, subject to and contingent upon Resolution 1 being passed, in accordance with Paragraph 28.2 of the Trust Deed, the Trust Deed be amended in relation to the Proposed Governance Amendments in the manner described in paragraph 2.4.3(f) of the Circular and as set out in Part 5 of Appendix H of the Circular and that the Trustee be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee may consider expedient or necessary or in the interests of Sabana Industrial REIT to give effect to the Proposed Governance Amendments.

Unitholders should note that:

- **As held by the High Court in the Order 32 Application Ruling, Resolution 1 is necessary to effect the Internalisation.**
- **Resolutions 5(A) to 5(E) are conditional upon the passing of Resolution 1. As the Internalisation will not be capable of being effected if Resolution 1 is not passed, the Trustee is of the view that there will be no merit in putting forth Resolutions 5(A) to 5(E) for the Unitholders to vote on if Resolution 1 is not passed. Accordingly, in the event that Resolution 1 is not passed, the Manager will not proceed to put forth Resolutions 5(A) to 5(E) for voting. For the avoidance of doubt, Resolutions 5(A) to 5(E) are not inter-conditional.**
- **In the absence of further directions set out in the 6 June Requisition Letter and the Requisitionists 28 June Letter, Resolutions 1, 2, 3 and 4 are being tabled as standalone resolutions and the Manager will put forth these resolutions for voting regardless of whether the other Resolutions are passed.**
- **Further to the Order 32 Application Ruling whereby the High Court has held that the proposed amendments to Clause 16.4 of the Trust Deed are necessary to effect the internalisation, the Trustee is of the view that the implementation of each of Resolutions 2 to 4 ought to be conditional upon the passing of Resolution 1. Subject to Resolution 1 being passed, the Trustee does not object in-principle to complying with the directions set out in Resolutions 2 to 4 if such Resolution(s) is(are) also passed. If Resolution 1 is not passed but any of Resolutions 2 to 4 is passed, Unitholders should note the Trustee's views as further elaborated in paragraph 2.2 of the Circular.**

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
15 July 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/its stead. A proxy need not be a Unitholder.
2. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the proportion of his/her/its 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 NTUC Centre, 1 Marina Boulevard, Level 8 Training Room 801, Singapore 018989 on Tuesday, 6 August 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/agm-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 Monday, 22 July 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 5.00 p.m. on Tuesday, 23 July 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-EGMR-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-EGMR-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 5.00 p.m. on Tuesday, 23 July 2024, by 5.00 p.m. on Thursday, 1 August 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/agm-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/agm-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-EGMR-2024@boardroomlimited.com,

no later than **5.00 p.m. on Saturday, 3 August 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 by 5.00 p.m. on Thursday, 25 July 2024, being seven working days before the EGM, 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),
 - (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.