



# SoilBuild

BUSINESS SPACE REIT

(a real estate investment trust constituted on 13 December 2012  
under the laws of the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of the holders of units of Soilbuild Business Space REIT (“**SB REIT**”, and the holders of units of SB REIT, the “**SB Unitholders**”) will be convened and held by way of electronic means on Thursday, 11 March 2021 at 2.00 p.m. (Singapore time), for the purpose of considering and, if thought fit, passing, with or without modifications, 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 scheme document dated 17 February 2021 issued by SB REIT Management Pte. Ltd., in its capacity as manager of SB REIT (the “**SB Manager**”) to the SB Unitholders (the “**Scheme Document**”):

### THE SB TRUST DEED AMENDMENTS (EXTRAORDINARY RESOLUTION)

That:

- (a) approval be and is hereby given to amend the first amending and restating deed dated 29 July 2013 between the SB Manager and DBS Trustee Limited, in its capacity as trustee of SB REIT (the “**SB Trustee**”), amending and restating a deed of trust dated 13 December 2012 constituting SB REIT (formerly known as Soilbuild Business Space Trust), as supplemented by the first supplemental deed dated 23 April 2018 and a second supplemental deed dated 13 April 2020 (the “**SB Trust Deed**”) with the proposed amendments to the SB Trust Deed (the “**SB Trust Deed Amendments**”) as described and set out in Appendix D to the Scheme Document; and
- (b) each of the SB Manager, any director of the SB Manager (“**Director**”), and the SB Trustee be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the SB Manager, such Director, or as the case may be, the SB Trustee, may consider expedient or necessary or in the interests of SB REIT to give effect to the SB Trust Deed Amendments.

### THE AUSTRALIAN ASSET DISPOSAL (ORDINARY RESOLUTION)

That:

- (a) approval be and is hereby given for the disposal of 104,100,000 units in Soilbuild Australia Trust, representing 100% of the entire issued and paid-up units in Soilbuild Australia Trust (the “**Australian Asset Disposal**”), to Clay SG Holdings II Pte. Ltd. and Clay SG Holdings III Pte. Ltd. (collectively, the “**Blackstone Purchasers**”) on the terms and subject to the conditions set out in the unit sale agreement entered into between the SB Trustee, Soilbuild Business Space Holdings Pte. Ltd. and the Blackstone Purchasers dated 14 December 2020 (the “**Australian Asset Disposal Agreement**”); and

- (b) each of the SB Manager, any Director and the SB Trustee be and is hereby severally authorised to complete and do all such acts and things (including executing the Australian Asset Disposal Agreement and all such documents as may be required) as the SB Manager, such Director, or as the case may be, the SB Trustee, may consider expedient or necessary or in the interests of SB REIT to give effect to the Australian Asset Disposal.

By Order of the Board of Directors

**SB REIT Management Pte. Ltd.**

(Company Registration No. 201224644N)

As manager of Soilbuild Business Space REIT

Ngiam May Ling  
Lim Hui Hua  
Company Secretaries

Singapore  
17 February 2021

**Important Notice from the SB Manager:**

SB Unitholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the Notices and Proxy Forms to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 by Monday, 1 March 2021. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the SB Unitholder at his/her/its own risk.

An Overseas SB Unitholder may write in to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, to request for the Scheme Document and the Notices and Proxy Forms to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to three (3) Market Days prior to the date of the Extraordinary General Meeting.

Electronic copies of the Scheme Document (enclosing the Notice of Extraordinary General Meeting and the Notice of Trust Scheme Meeting), the Proxy Form A (EGM) and the Proxy Form B (Trust Scheme Meeting) are also available on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and on the website of SB REIT at [https://soilbuildreit.listedcompany.com/proposed\\_privatisation.rev](https://soilbuildreit.listedcompany.com/proposed_privatisation.rev). A SB Unitholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and SB REIT.

SB Unitholders can also scan the QR Code below to access the Proxy Form A (EGM):



**Notes:**

- (1) The Extraordinary General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will be published on SB REIT's website at [https://soilbuildreit.listedcompany.com/proposed\\_privatisation.rev](https://soilbuildreit.listedcompany.com/proposed_privatisation.rev) and will also be made available on SGXNET.
- (2) **Due to the current COVID-19 situation in Singapore, SB Unitholders and persons (including CPFIS Investors and SRS Investors) who hold units in SB REIT ("SB Units") through a relevant intermediary (as defined below) will not be able to attend the Extraordinary General Meeting in person.** Alternative arrangements relating to attendance at the Extraordinary General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the

Extraordinary General Meeting in advance of the Extraordinary General Meeting, addressing of substantial and relevant questions either before or at the Extraordinary General Meeting, and voting by appointing the Chairman of the Extraordinary General Meeting as proxy at the Extraordinary General Meeting, are set out below. Any reference to a time of day is made by reference to Singapore time.

- (3) The proceedings of the Extraordinary General Meeting will be broadcasted “live” through an audio-and-video webcast and an audio-only stream. SB Unitholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a “live” audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a “live” audio-only stream via telephone must **pre-register at SB REIT’s pre-registration website at <https://soilbuildreitegm.listedcompany.com/egm-2021> from now till 2.00 p.m. on Tuesday, 9 March 2021** (the “Registration Deadline”) to enable the SB Manager to verify their status as SB Unitholders, CPFIS Investors and SRS Investors (as the case may be).

Following the verification, authenticated SB Unitholders, CPFIS Investors and SRS Investors will receive an email, which will contain user ID and password details as well as instructions on how to access the “live” audio-and-video webcast and a toll-free telephone number to access the “live” audio-only stream of the proceedings of the Extraordinary General Meeting by 2.00 p.m. on Wednesday, 10 March 2021. SB Unitholders, CPFIS Investors and SRS Investors who have pre-registered by the Registration Deadline but do not receive any email by 2.00 p.m. on Wednesday, 10 March 2021 should contact the SB Manager at (65) 6415 7351 / (65) 6415 5985 (during office hours) or email [SBReit\\_IR@soilbuild.com](mailto:SBReit_IR@soilbuild.com).

- (4) SB Unitholders, CPFIS Investors and SRS Investors may submit questions relating to the SB Trust Deed Amendments Resolution and/or the Australian Asset Disposal Resolution to be tabled for approval at the Extraordinary General Meeting to the Chairman of the Extraordinary General Meeting in advance of the Extraordinary General Meeting. In order to do so, their questions must be submitted in the following manner by no later than 2.00 p.m. on Tuesday, 9 March 2021:

- (a) via the pre-registration website at <https://soilbuildreitegm.listedcompany.com/egm-2021>;
- (b) by email to [SBReit\\_IR@soilbuild.com](mailto:SBReit_IR@soilbuild.com); or
- (c) by post to the registered office of the SB Manager, addressed to Investor Relations (Soilbuild REIT) at 23 Defu South Street 1, Soilbuild Prefab Innovation Hub, Singapore 533847.

SB Unitholders, CPFIS Investors and SRS Investors who submit questions via email or post must provide the following information:

- (i) his/her/its full name;
- (ii) his/her/its full NRIC/FIN/Passport/Company Registration number;
- (iii) his/her/its address; and
- (iv) the manner in which he/she/it holds SB Units (e.g. via CDP, CPF or SRS).

Please note that the SB Manager will not be able to answer questions from persons who provide insufficient details to enable the SB Manager to verify his/her/its status as SB Unitholders, CPFIS Investors or SRS Investors (as the case may be).

The SB Manager will endeavour to answer all substantial and relevant questions received in advance of the Extraordinary General Meeting, prior to, or during, the Extraordinary General Meeting. The SB Manager will address the substantial and relevant questions by publishing the responses on SB REIT’s website and on SGXNET prior to the Extraordinary General Meeting or by addressing such questions during the Extraordinary General Meeting.

The SB Manager will, within one (1) month after the date of the Extraordinary General Meeting, publish the minutes of the Extraordinary General Meeting on SB REIT’s website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Extraordinary General Meeting.

**Please note that SB Unitholders and persons (including CPFIS Investors and SRS Investors) who hold SB Units through a relevant intermediary will not be able to ask questions “live” during the broadcast of the Extraordinary General Meeting and therefore it is important for SB Unitholders, CPFIS Investors and SRS Investors who wish to ask questions to submit their questions as early as possible in advance of the Extraordinary General Meeting.**

**Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult to submit questions by post, SB Unitholders, CPFIS Investors and SRS Investors are strongly encouraged to submit their questions via the pre-registration website at <https://soilbuildreitegm.listedcompany.com/egm-2021> or by email at [SBReit\\_IR@soilbuild.com](mailto:SBReit_IR@soilbuild.com).**

- (5) If a SB Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the Extraordinary General Meeting, he/she/it must appoint the Chairman of the Extraordinary General Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Extraordinary General Meeting. The Chairman of the Extraordinary General Meeting, as proxy, need not be a SB Unitholder. The Proxy Form A (EGM) may be accessed at SB REIT’s website at <https://soilbuildreit.listedcompany.com/misc/proxy-form.pdf> and on SGXNET. The Proxy Form A (EGM) is circulated with the Scheme Document, of which this Notice forms part. Printed copies of the Proxy Form A (EGM) will also be sent to SB Unitholders.

Where a SB Unitholder (whether individual or corporate) appoints the Chairman of the Extraordinary General Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form A (EGM), failing which the appointment of the Chairman of the Extraordinary General Meeting as proxy for that resolution will be treated as invalid.

- (6) The completed and signed Proxy Form A (EGM) appointing the Chairman of the Extraordinary General Meeting as proxy must be submitted to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted electronically, be submitted via email to [SBReit2021@boardroomlimited.com](mailto:SBReit2021@boardroomlimited.com); or
  - (b) if submitted by post, be lodged at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623,

in either case, no later than 2.00 p.m. on Tuesday, 9 March 2021, being **48 hours** before the time appointed for holding the Extraordinary General Meeting.

A SB Unitholder who wishes to submit the Proxy Form A (EGM) must first complete and sign the Proxy Form A (EGM), before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for SB Unitholders to submit completed proxy forms by post, SB Unitholders are strongly encouraged to submit completed proxy forms electronically via email.**

- (7) **Persons (including CPFIS Investors and SRS Investors) who hold SB Units through relevant intermediaries**
- (a) CPFIS Investors and SRS Investors who wish to participate in the Extraordinary General Meeting by (i) observing and/or listening to the Extraordinary General Meeting proceedings through the “live” audio-and-video webcast or “live” audio-only stream; and (ii) submitting questions in advance of the Extraordinary General Meeting, should follow the steps for pre-registration set out under Note 3 above and pre-submission of questions set out under Note 4 above.

However, CPFIS Investors and SRS Investors who wish to appoint the Chairman of the Extraordinary General Meeting as proxy to attend, speak and vote on their behalf at the Extraordinary General Meeting should approach their respective CPF Agent Banks or SRS Agent Banks to submit their voting instructions by 5.00 p.m. on Tuesday, 2 March 2021, being seven (7) Business Days before the date of the Extraordinary General Meeting.

- (b) SB Unitholders holding SB Units through relevant intermediaries (other than CPFIS Investors and SRS Investors) and who wish to participate in the Extraordinary General Meeting by (i) observing and/or listening to the Extraordinary General Meeting proceedings through the “live” audio-and-video webcast or “live” audio-only stream; (ii) submitting questions in advance of the Extraordinary General Meeting; and/or (iii) appointing the Chairman of the Extraordinary General Meeting as proxy to attend, speak and vote on their behalf at the Extraordinary General Meeting, should contact the relevant intermediary through which they hold such SB Units **as soon as possible** in order to make the necessary arrangements for them to participate in the Extraordinary General Meeting.

A “**relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act (Chapter 19 of Singapore) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds SB Units in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289 of Singapore) who holds SB Units in that capacity; or
- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act (Chapter 36 of Singapore) (“**CPF Act**”), in respect of SB Units purchased under the subsidiary legislation made under the CPF 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 SB Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Important Notice from the SB Manager on COVID-19:**

As the COVID-19 situation continues to evolve, the SB Manager is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. **Due to the constantly evolving COVID-19 situation in Singapore, the SB Manager may be required to change the arrangements for the Extraordinary General Meeting at short notice. SB Unitholders and persons (including CPFIS Investors and SRS Investors) who hold SB Units through a relevant intermediary are advised to regularly check SB REIT’s website at [https://soilbuildreit.listedcompany.com/proposed\\_privatisation.rev](https://soilbuildreit.listedcompany.com/proposed_privatisation.rev) or announcements released by the SB Manager on SGXNET for updates on the status of the Extraordinary General Meeting.**

**Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the Extraordinary General Meeting as proxy to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a SB Unitholder consents to the collection, use and disclosure of the SB Unitholder’s personal data by the SB Manager and the SB Trustee (or their agents or service providers) for the purpose of the processing and administration by the SB Manager and the SB Trustee (or their agents or service providers) of the appointment of the Chairman of the Extraordinary General Meeting as proxy for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the SB Manager and the SB Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.