



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

SUPPLEMENTAL IFA LETTER

1. INTRODUCTION

SB REIT Management Pte. Ltd., as manager of Soilbuild Business Space REIT ("**SB REIT**", and the manager of SB REIT, the "**SB Manager**"), refers to the scheme document (the "**Scheme Document**") despatched by electronic means to the holders of the issued units in SB REIT (the "**SB Units**" and the holders of SB Units, the "**SB Unitholders**") on 17 February 2021 in relation to (a) the proposed amendments to the SB Trust Deed to facilitate a trust scheme of arrangement; (b) the proposed disposal of all the issued and paid-up units in Soilbuild Australia Trust to Clay SG Holdings II Pte. Ltd. and Clay SG Holdings III Pte. Ltd. (the "**Australian Asset Disposal**"); and (c) the proposed acquisition of all the SB Units by Clay Holdings III Limited to be effected by way of a trust scheme of arrangement (the "**Trust Scheme**") in accordance with the Singapore Code on Take-overs and Mergers (the "**Code**").

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Scheme Document.

2. SUPPLEMENTAL IFA LETTER

2.1 The SB Manager wishes to announce that a supplemental letter dated 24 February 2021 (the "**Supplemental IFA Letter**") in respect of the Trust Scheme has been issued by KPMG Corporate Finance Pte Ltd, the independent financial adviser ("**IFA**") to the SB Independent Directors and the SB Trustee. A copy of the Supplemental IFA Letter is attached as **Appendix A** to this Announcement.

2.2 As stated in the Supplemental IFA Letter, the objective of the Supplemental IFA Letter is to provide additional clarificatory information in relation to the opinion in the letter dated 17 February 2021 setting out the advice of the IFA to the SB Independent Directors and to the SB Trustee in respect of the Trust Scheme, as set out in Appendix A to the Scheme Document (the "**IFA Letter**") and in compliance with the Practice Statement on the Opinion issued by an Independent Financial Adviser in relation to Offers, Whitewash Waivers and Disposal of Assets under the Code issued by the Securities Industry Council of Singapore (the "**SIC**") (as amended on 13 July 2020). For the avoidance of doubt, there is no change in the IFA's opinion as set out in the IFA Letter.

2.3 The Supplemental IFA Letter is to be read in conjunction with the IFA Letter. With effect from the date of this Announcement, all references to "IFA Letter" in the Scheme Document (including but not limited to the gatefold of the Scheme Document, Paragraphs 19, 20.2(c) and 20.3 of the Letter to SB Unitholders in the Scheme Document and Appendix A and Appendix C to the Scheme Document) shall be read and construed as references to the IFA Letter, as supplemented by the Supplemental IFA Letter.

2.4 **SB Unitholders are advised to read and consider the IFA Letter, as supplemented by the Supplemental IFA Letter and the Scheme Document carefully and in their entirety.** SB Unitholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

3. **NO CHANGE IN THE RECOMMENDATION BY THE SB INDEPENDENT DIRECTORS ON THE TRUST SCHEME**

The SB Independent Directors, having considered carefully the terms of the Trust Scheme and the advice given by the IFA in the IFA Letter, as supplemented by the Supplemental IFA Letter, do not change their recommendation in respect of the Trust Scheme as set out in Paragraph 20.2 of the Letter to SB Unitholders in the Scheme Document.

4. **ELECTRONIC DESPATCH OF SUPPLEMENTAL IFA LETTER**

4.1 **Electronic Copies of Supplemental IFA Letter**

Pursuant to the Public Statement on the Extension of the Temporary Measures to Allow for Electronic Despatch of Take-Over Documents under the Code issued by the SIC on 29 September 2020 ("**SIC Public Statement on Electronic Despatch**"), documents related to a take-over or merger transaction under the Code may be despatched electronically to the SB Unitholders through publication on SGXNET and on the website of SB REIT. Due to the current COVID-19 situation in Singapore and in line with the SIC Public Statement on Electronic Despatch, **no printed copies of the Supplemental IFA Letter will be despatched to SB Unitholders.**

Electronic copies of the Supplemental IFA Letter are available on:

- (a) the website of the SGX-ST at www.sgx.com/securities/company-announcements; and
- (b) the website of SB REIT at https://soilbuildreit.listedcompany.com/proposed_privatisation.rev.

A SB Unitholder will need an internet browser and PDF reader to view the Supplemental IFA Letter on the websites of the SGX-ST and SB REIT.

4.2 **Request for Printed Copies of Supplemental IFA Letter**

SB Unitholders may obtain printed copies of the Supplemental IFA Letter by completing and returning the request form for a printed copy of the Scheme Document ("**Request Form**") accompanying the Notice of Extraordinary General Meeting, the Notice of Trust Scheme Meeting, the Proxy Form A (EGM) and the Proxy Form B (Trust Scheme Meeting) (collectively, the "**Notices and Proxy Forms**") to SB REIT's unit registrar ("**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 SB Unitholder whose registered address (as recorded on the register of SB Unitholders or in the records maintained by The Central Depository (Pte) Limited for the service of notice and documents) is outside of Singapore (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 Days¹ prior to the date of the Extraordinary General Meeting and the Trust Scheme Meeting.

With effect from the date of this Announcement, in respect of (a) any Request Form by an SB Unitholder for a printed copy of the Scheme Document completed and returned to the Unit Registrar; and (b) any request by an Overseas SB Unitholder for the Scheme Document and the Notices and Proxy Forms to be sent to an address in Singapore by ordinary post, such printed copy of the Scheme Document will be accompanied by a printed copy of the Supplemental IFA Letter, and will be sent to the address in Singapore specified by the SB Unitholder at his/her/its own risk.

5. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Supplemental IFA Letter is available for inspection² at the registered office of the SB Manager at 23 Defu South Street 1, Soilbuild Prefab Innovation Hub, Singapore 533847 during normal business hours from the date of this Announcement up to (and including) the Effective Date.

6. RESPONSIBILITY STATEMENT

The directors of the SB Manager (including any director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement which relate to SB REIT and/or the SB Manager (excluding information relating to the Offeror and/or the IFA) are fair and accurate and that, where appropriate, no material facts which relate to SB REIT or the SB Manager have been omitted from this Announcement, and the directors of the SB Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror and/or the IFA), the sole responsibility of the directors of the SB Manager has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the SB Manager do not accept any responsibility for any information relating to the Offeror and/or the IFA or any opinion or rationale expressed by the Offeror and/or the IFA.

¹ A "**Market Day**" is a day on which the SGX-ST is open for the trading of securities.

² Prior appointment is required in light of the COVID-19 situation. Please contact SB REIT's Investor Relations, Mr. Lawrence Ang at +65 6415 7351 (during office hours) or by email to lawrence.ang@soilbuild.com.

By Order of the Board

SB REIT MANAGEMENT PTE. LTD.

(Company Registration No. 201224644N)

As Manager of Soilbuild Business Space REIT

Mr Roy Teo
Chief Executive Officer

24 February 2021

Any queries relating to this Announcement, the Acquisition or the Trust Scheme should be directed during office hours to the following:

SB REIT Management Pte. Ltd.

Mr Lawrence Ang, Investor Relations

Email: lawrence.ang@soilbuild.com

Tel: +65 6415 7351

DBS Bank Ltd.

as Financial Adviser to the SB Manager

Tel: +65 6878 6347

IMPORTANT NOTICE

The value of the SB Units and the income derived from them may fall as well as rise. The SB Units are not obligations of, deposits in, or guaranteed by, the SB Manager, the SB Trustee or any of its affiliates.

An investment in the SB Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the SB Manager redeems or purchases its SB Units while the SB Units are listed. It is intended that SB Unitholders may only deal in their SB Units through trading on the SGX-ST. Listing of the SB Units on the SGX-ST does not guarantee a liquid market for the SB Units.

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for SB Units.

The past performances of SB REIT and the SB Manager are not necessarily indicative of their respective future performances.

This Announcement 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. None of SB REIT, the SB Manager, their respective affiliates or any of their respective directors, officers, partners, employees, agents, representatives, advisers or legal advisers assumes any responsibility to amend, modify, revise or update publicly any forward-looking statements.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the view of the SB Manager of future events.

APPENDIX A
SUPPLEMENTAL IFA LETTER