

Soilbuild Business Space REIT

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

Managed by

SB REIT Management Pte. Ltd.

(Company Registration No.: 201224644N)

Clay Holdings III Limited

(Company Registration No.: 367645)
(Incorporated in Cayman Islands)

JOINT ANNOUNCEMENT

(1) 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.; AND (2) THE PROPOSED ACQUISITION BY CLAY HOLDINGS III LIMITED OF ALL THE ISSUED UNITS IN SOILBUILD BUSINESS SPACE REIT BY WAY OF A TRUST SCHEME OF ARRANGEMENT – APPROVAL BY THE FOREIGN INVESTMENT REVIEW BOARD OF AUSTRALIA

1. INTRODUCTION

The respective boards of directors of SB REIT Management Pte. Ltd., as manager of Soilbuild Business Space REIT (“**SB REIT**”, and the manager of SB REIT, the “**SB Manager**”), and Clay Holdings III Limited (the “**Offeror**”) refer to the scheme document (the “**Scheme Document**”) despatched by electronic means from the SB Manager 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, *inter alia*, (a) the proposed disposal (the “**Australian Asset Disposal**”) of all the issued and paid-up units in Soilbuild Australia Trust (the “**Australian Asset Disposal Sale Units**”) to Clay SG Holdings II Pte. Ltd. and Clay SG Holdings III Pte. Ltd. (collectively, the “**Blackstone Purchasers**”); and (b) the proposed acquisition (the “**Acquisition**”) of all the SB Units by the Offeror 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.

An electronic copy of the Scheme Document is available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at www.sgx.com.

Unless otherwise defined, all capitalised terms used herein shall have the same meanings given to them in the Scheme Document.

2. APPROVAL BY THE FOREIGN INVESTMENT REVIEW BOARD OF AUSTRALIA

2.1 As set out in Paragraphs 2.8(a) and 3.4(d)(i) of the Letter to SB Unitholders in the Scheme Document, the Trust Scheme and the Australian Asset Disposal are conditional upon the Scheme Conditions and the Australian Asset Disposal Conditions, respectively. In particular:

2.1.1 in respect of the Australian Asset Disposal, as set out in Paragraph 3.4(d)(i)(A) of the Letter to SB Unitholders in the Scheme Document, the Australian Asset Disposal is conditional upon, among others, each Blackstone Purchaser having received a written notice under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) of Australia

(“**Australian FATA**”) by, or on behalf of, the Treasurer of the Commonwealth of Australia stating or to the effect that the Commonwealth of Australia does not object to the transactions contemplated in the Australian Asset Disposal Agreement, including the acquisition of the Australian Asset Disposal Sale Units, either unconditionally or conditionally and where conditionally, in the sole discretion of each Blackstone Purchaser; and

2.1.2 in respect of the Trust Scheme, as set out in Paragraph 2.8(a) of the Letter to SB Unitholders in the Scheme Document, the Trust Scheme is conditional upon, among others:

- (a) the completion of the Australian Asset Disposal (“**Australian Asset Disposal Completion**”) in accordance with the terms of the Australian Asset Disposal Agreement; and
- (b) the Treasurer of the Commonwealth of Australia (i) giving (either himself or by his delegate) a notice of no-objection under the Australian FATA to the Offeror for the Acquisition and that the notice of no-objection is not subject to conditions or is subject only to conditions reasonably acceptable to the Offeror or (ii) becomes precluded by passage of time from making any order or decision under the Australian FATA in respect of the Acquisition.

2.2 The Offeror and the SB Manager are pleased to announce that on 26 February 2021, the Treasurer of the Commonwealth of Australia has issued a written notice under the Australian FATA to the Blackstone Purchasers stating that the Commonwealth of Australia does not object to the transactions contemplated in the Australian Asset Disposal Agreement, including the acquisition of the Australian Asset Disposal Sale Units.

2.3 Accordingly, the Australian Asset Disposal Condition set out in Paragraph 2.1.1 of this Joint Announcement has been satisfied. In respect of the Trust Scheme, the Scheme Condition set out in Paragraph (b)(b) of this Joint Announcement would be deemed waived on the Australian Asset Disposal Completion. **For completeness, the Australian Asset Disposal remains conditional on, *inter alia*, (i) the approval by the SB Unitholders of the Australian Asset Disposal at the Extraordinary General Meeting; and (ii) the grant of the Trust Scheme Court Order.**

3. INDICATIVE TIMELINE

Subject to the satisfaction or, as the case may be, waiver of the Scheme Conditions and the Australian Asset Disposal Conditions in accordance with the terms of the Implementation Agreement and the Australian Asset Disposal Agreement respectively, the SB Unitholders should note the following indicative timetable in relation to the Trust Scheme and the Australian Asset Disposal:

Event	:	Date
Date and time of the Extraordinary General Meeting	:	11 March 2021, 2.00 p.m.
Date and time of the Trust Scheme Meeting ⁽¹⁾	:	11 March 2021, 2.30 p.m.

		(or as soon thereafter following the conclusion of the Extraordinary General Meeting, whichever is later)
Expected date of Court hearing of the application to sanction the Trust Scheme ⁽²⁾	:	25 March 2021
Expected last day of trading of the SB Units ⁽³⁾	:	26 March 2021
Expected Record Date ⁽³⁾	:	26 March 2021, 5.00 p.m.
Expected date of the Australian Asset Disposal Completion (“ Australian Asset Disposal Completion Date ”) ⁽³⁾⁽⁴⁾	:	31 March 2021
Expected Effective Date ⁽³⁾⁽⁴⁾	:	31 March 2021
Expected date for the payment of the Adjusted Scheme Consideration to SB Unitholders (“ Scheme Settlement Date ”)	:	12 April 2021
Expected date for the delisting of the SB Units	:	14 April 2021

Notes:

- (1) The Trust Scheme Meeting will be adjourned if the SB Trust Deed Amendments Resolution is not passed by way of an Extraordinary Resolution and/or the Australian Asset Disposal Resolution is not passed by way of an Ordinary Resolution, at the Extraordinary General Meeting.
- (2) The date of the Court hearing of the application to sanction the Trust Scheme will depend on the date that is allocated by the Court.
- (3) The Trust Scheme will become effective upon written notification to the MAS of the grant of the Trust Scheme Court Order, which shall be effected by or on behalf of the Offeror, the SB Trustee or the SB Manager immediately within the same Business Day of the satisfaction or waiver (as the case may be) of the Australian Asset Disposal Completion, provided the remaining Scheme Conditions are satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement. SB Unitholders should note that if the Trust Scheme becomes effective in accordance with its terms, all the SB Units held by the SB Unitholders, as at the Record Date, will be transferred to the Offeror such that on the Scheme Settlement Date, the Offeror shall hold 100% of all the SB Units, and the SB Unitholders will not be able to trade their SB Units from the last day of trading of the SB Units, currently expected to be on 26 March 2021.
- (4) The Australian Asset Disposal Completion Date will be the Australian Asset Disposal Business Day which is four (4) Australian Asset Disposal Business Days after the grant of the Trust Scheme Court Order by the Court. For the avoidance of doubt, it is the intention of the Australian Asset Disposal Parties that the Australian Asset Disposal Completion Date and the Effective Date are to occur on the same day in accordance with, and in the sequence set out in, the Implementation Agreement.

All dates and times referred to in this paragraph are to Singapore dates and times. SB Unitholders should note that save for the date and time of the Extraordinary General Meeting and the Trust Scheme Meeting, the above timetable is indicative only and may be subject to change. For events listed above which are described as “expected”, please refer to future SGXNET announcement(s) by the Offeror and/or the SB Manager for the exact dates of these events.

4. SCHEME DOCUMENT

Further information on the Trust Scheme, the Australian Asset Disposal and the terms and conditions upon which the Trust Scheme and the Australian Asset Disposal will be implemented, are set out in the Scheme Document.

SB Unitholders are advised to refrain from taking any action in relation to their SB Units which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the SB Independent Directors on the Trust Scheme and the Australian Asset Disposal as well as the advice of the IFA set out in the Scheme Document.

Persons 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.

5. RESPONSIBILITY STATEMENTS

5.1 SB Manager

The directors of the SB Manager (including any director who may have delegated detailed supervision of the preparation of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Joint Announcement which relate to SB REIT and/or the SB Manager (excluding information relating to the Offeror, Offeror HoldCo, Blackstone SPV, the Blackstone Purchasers and/or Blackstone (collectively, the “**Offeror Group**”)) 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 Joint 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 Group), 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 Joint Announcement. The directors of the SB Manager do not accept any responsibility for any information relating to the Offeror Group.

5.2 Offeror

The directors of the Offeror (including any director who may have delegated detailed supervision of the preparation of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Joint Announcement which relate to the Offeror Group (excluding information relating to the SB Group, the SB Manager and/or the SB Independent Directors) are fair and accurate and that, where appropriate, no material facts which relate to the Offeror Group have been omitted from this Joint Announcement, and the directors of the Offeror 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 SB Group, the SB Manager and the SB Independent Directors), the sole responsibility of the directors of the Offeror 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 Joint Announcement. The directors of the Offeror do not accept any responsibility for any information relating to the SB Group, the SB Manager and/or the SB Independent Directors.

1 March 2021

By order of the board of directors

By order of the board of directors

SB REIT MANAGEMENT PTE. LTD.
as manager of
SOILBUILD BUSINESS SPACE REIT
(Company Registration No.: 201224644N)

CLAY HOLDINGS III LIMITED
(Company Registration No.: 367645)

Any queries relating to this Joint Announcement, the Acquisition or the Trust Scheme should be directed to one of the following:

DBS Bank Ltd.
as Financial Adviser to the SB Manager
Tel: +65 6878 6347

Citigroup Global Markets Singapore Pte. Ltd.
as Financial Adviser to the Offeror
Tel: +65 6657 5300

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 Offeror or the SB Manager redeem or purchase their 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 Joint 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 Joint 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 the Offeror, 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 Offeror and/or the SB Manager of future events.