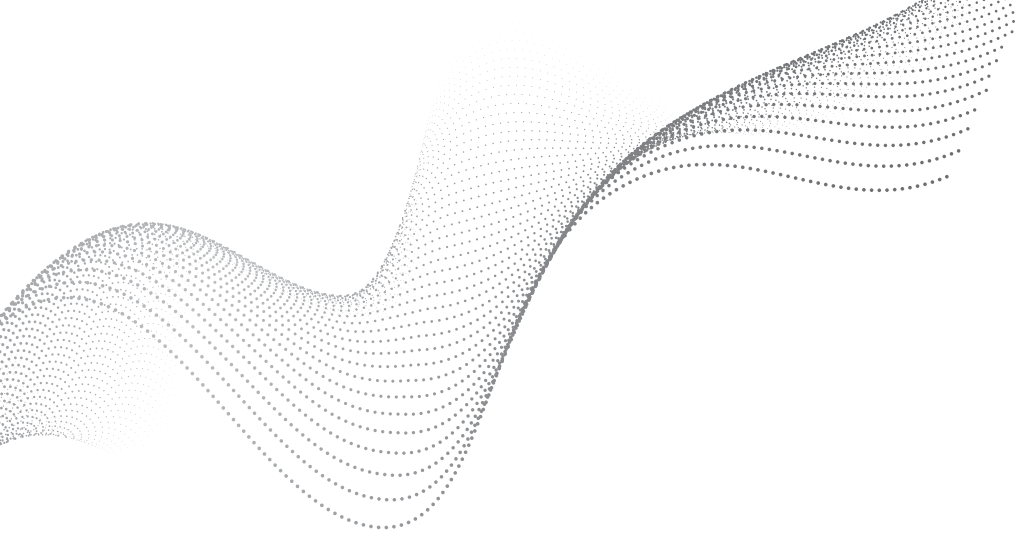


CREATING VALUE

ANNUAL REPORT 2018
SUNTEC REAL ESTATE INVESTMENT TRUST





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CREATING **VALUE**

With a passion to deliver on our commitment to stakeholders, we are focused on harnessing our strengths and creating value through proactive stewardship of properties, strategic acquisitions and prudent capital management.

OUR MISSION

Forging ahead to create, provide and deliver premium value to all stakeholders of Suntec REIT.

ABOUT SUNTEC REIT

Listed on 9 December 2004 on the Main Board of the Singapore Exchange Securities Trading Limited ("SGX-ST"), Suntec Real Estate Investment Trust ("Suntec REIT") is the first composite real estate investment trust in Singapore, owning income-producing real estate that is primarily used for office and/or retail purposes.

As at 31 December 2018, Suntec REIT's portfolio comprises office and retail properties in Suntec City, a 60.8 percent interest in Suntec Singapore Convention & Exhibition Centre ("Suntec Singapore"), a one-third interest in One Raffles Quay ("ORQ"), a one-third interest in Marina Bay Financial Centre Towers 1 and 2 and the Marina Bay Link Mall ("MBFC Properties") and a 30.0 per cent interest in 9 Penang Road which is currently under development. All the properties are strategically located in the growth corridors of Marina Bay and the Civic and Cultural District within Singapore's Central Business District ("CBD"). In Australia, Suntec REIT holds a 100.0 per cent interest in 177 Pacific Highway located in Sydney, a 50.0 per cent interest in Southgate Complex, Melbourne and a 50.0 per cent interest in Olderfleet, 477 Collins Street, a commercial building which is currently under development in Melbourne.

Suntec REIT is managed by an external manager, ARA Trust Management (Suntec) Limited (the "Manager"). The Manager is focused on delivering regular and stable distributions to Suntec REIT's unitholders, and to achieve long-term growth in the net asset value per unit of Suntec REIT, so as to provide unitholders with a competitive rate of return on their investment.

ABOUT ARA TRUST MANAGEMENT (SUNTEC) LIMITED

Suntec REIT is managed by ARA Trust Management (Suntec) Limited, a wholly-owned subsidiary of ARA Asset Management Limited ("ARA").

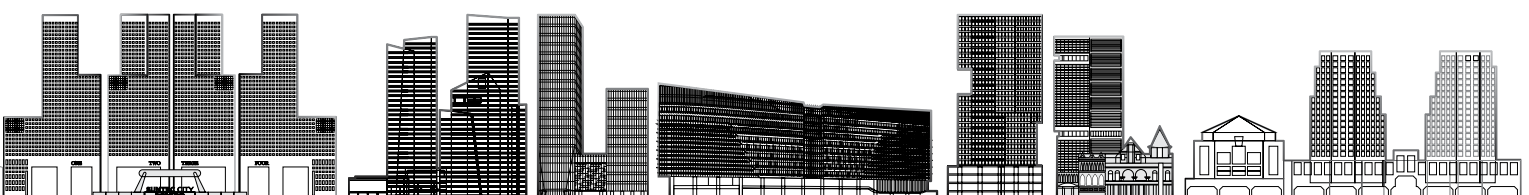
ARA is a premier global integrated real assets fund manager. As at 31 December 2018, the Gross Assets Managed by ARA Group and its Associates is approximately S\$80.1 billion¹ across over 100 cities in 23 countries.

Driven by a vision to be the best-in-class real assets fund management company focused on the management of real estate investment trusts ("REITs"), private real assets funds and real estate management services, ARA's diverse suite of REITs and private real estate funds are invested in the office, retail, logistics/industrial, hospitality and residential sectors. Its multi-platform, multi-product global fund management strategy, combined with its dedicated teams with in-depth local knowledge enables the Group to offer enduring value to its investors. Built on a foundation of strong corporate governance and business integrity, ARA counts some of the world's largest pension funds, sovereign wealth funds, financial institutions, endowments and family offices as its investors.

The Manager is responsible for the management and administration of Suntec REIT, as well as the implementation of Suntec REIT's strategic long-term growth.

Note:

- 1 Includes assets under management by ARA Asset Management Limited and the Group of Companies ("ARA Group") and its Associates and Joint Ventures as at 31 December 2018.



CHAIRMAN'S REPORT

Dear Unitholders,

On behalf of the Board of ARA Trust Management (Suntec) Limited ("Board"), the manager of Suntec REIT (the "Manager"), it is my pleasure to present to you the annual report of Suntec REIT for the financial year ended 31 December 2018 ("FY 2018").

Suntec REIT delivered yet another set of stable results in FY 2018. The distributable income of S\$266.8 million was 1.4% higher year-on-year. The distribution per unit ("DPU") of 9.988 cents was marginally lower than 2017's DPU of 10.005 cents due to the enlarged unit base. During the year, we increased our interest in Southgate Complex, Melbourne from 25.0% to 50.0%. As at end 2018, our assets under management ("AUM") stood at S\$9.9 billion with our Australian assets constituting approximately 10.5% of the total AUM.

In 2018, Suntec REIT raised S\$1.2 billion to refinance loans, pay for the increased stake in Southgate Complex as well as for progressive payments for Olderfleet, 477 Collins Street in Melbourne.

ROBUST FINANCIAL PERFORMANCE AND PROACTIVE ASSET MANAGEMENT

The distributable income of S\$266.8 million was S\$3.8 million higher year-on-year. This was due to the higher contribution from our increased interest in Southgate Complex, better performance from Suntec City Mall and Suntec Singapore, and higher capital distribution of S\$39.0 million. This improved contribution was offset by higher financing costs and lower income from Suntec City Office as there was some transitory downtime as replacement leases were being secured.

The office and retail portfolios continued to perform well in 2018 with occupancies of 98.7% and 99.1% respectively as at 31 December 2018.

Our strategy of active asset management has enabled us to maintain our Singapore office portfolio occupancy at a rate above market, with the committed occupancy of our Singapore office portfolio at 98.5% as compared to the overall CBD Grade A occupancy of 92.9% as at 31 December 2018.

In Australia, the committed occupancy for our office portfolio improved to 99.4% as at 31 December 2018. As a result of our proactive lease management, lease expiries for 2019 were reduced to 8.2% of net lettable area.

On the retail front, the repositioning of Suntec City Mall, with its strengthened tenant mix and enhanced retail experience, has entrenched Suntec City in the minds of many shoppers. In 2018, Suntec City's footfall increased by 4.8% to 47.0 million and tenants' sales registered a 5.2% increase from 2017.

PRUDENT CAPITAL MANAGEMENT

Suntec REIT remains focused on prudent and proactive capital management. Our balance sheet remains healthy with an aggregate leverage ratio of 38.1%, well within the regulatory limit of 45.0%. As at 31 December 2018, the financing cost for FY 2018 was 2.82% per annum with approximately 75.0% of the debt fixed or hedged, and with a weighted average debt maturity of 3.2 years.

In 2018, Suntec REIT secured S\$1.2 billion in financing. This reduced our re-financing needs for 2019 to S\$430.0 million or approximately 12.0% of our total borrowings.

SUSTAINABILITY REPORTING

Sustainability continues to be an important aspect of Suntec REIT's long term business strategy as this guides the engagement with our stakeholders and is one of the considerations in our business decisions. More information can be found in our second sustainability report which will be released separately in May 2019.

LOOKING AHEAD

The Singapore economy is expected to grow modestly in 2019, with the Ministry of Trade and Industry estimating Gross Domestic Product ("GDP") growth to be between 1.5% to 3.5%.

The performance of our Singapore office portfolio should improve in 2019 as we enjoy the benefit of the higher rents signed in 2018 and continue to capitalise on the office market "upcycle" given the limited supply coming on-stream.

To enhance the resilience of our office portfolio, we have embarked on upgrading works for Suntec City Office to ensure that we continue to cater to the evolving needs of our tenants. Refurbishment works will progressively take place on the five office towers and will be fully completed by end 2021. Tenants can look forward to an enhanced sense of arrival at the upgraded lift lobbies, new lift interior finishes, a state-of-the art visitor management system and new washrooms.

Suntec City Mall is poised to continue to perform well in 2019 as we continue to strengthen Suntec City's ecosystem and deliver greater value to our shoppers, tenants and convention visitors.

In Australia, the Reserve Bank of Australia expects GDP growth of around 3.0% in 2019. The office markets in Sydney and Melbourne are expected to continue their upward trend, driven by occupier demand and limited supply.

Construction works for 9 Penang Road and Olderfleet, 477 Collins Street are progressing well and we look forward to unveiling the new developments at the end of 2019 and mid 2020 respectively.

We will continue to harness our strengths to proactively manage our assets, embark on asset enhancement initiatives and expand our AUM. Together with prudent capital management, we aim to deliver on our commitment to create and deliver value to our unitholders.

IN APPRECIATION

On behalf of the Manager and the Board, I would like to express my sincere appreciation to Mr Chan Kong Leong, who left the company at end 2018 for his invaluable contribution to Suntec REIT. Under his leadership as Chief Executive Officer, Kong Leong significantly strengthened the performance of both the retail and office businesses and I wish him success in his future endeavours. I would like to welcome Mr Chong Kee Hiong. I am confident that with his experience in the real estate sector, Kee Hiong will lead Suntec REIT into our next phase of growth.

We are also pleased to welcome Mr Lock Wai Han who recently joined the Board as an Independent Non-Executive Director. His vast and varied experience will complement and strengthen the Board.

I would also like to thank my fellow board members for their continued counsel and the management team for their hard work and commitment. Last but not least, I would like to extend my heartfelt appreciation to our unitholders, tenants, business partners and stakeholders for their continued trust and valuable support.

CHEW GEK KHIM PJG

Chairman and Non-Executive Director

15 March 2019

NOTICE OF **ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the holders of units of Suntec Real Estate Investment Trust ("**Suntec REIT**", and the holders of units of Suntec REIT, "**Unitholders**") will be held at Level 3, Nicoll 1-3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 18 April 2019 at 2.30 p.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of Suntec REIT (the "**Trustee**"), the Statement by ARA Trust Management (Suntec) Limited, as manager of Suntec REIT (the "**Manager**") and the Audited Financial Statements of Suntec REIT for the financial year ended 31 December 2018 and the Auditors' Report thereon.
(Ordinary Resolution 1)
2. To re-appoint KPMG LLP as the Auditors of Suntec REIT to hold office until the conclusion of the next AGM of Suntec REIT and to authorise the Manager to fix their remuneration.
(Ordinary Resolution 2)

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions, with or without any modifications:

3. GENERAL MANDATE FOR THE ISSUE OF NEW UNITS AND/OR CONVERTIBLE SECURITIES

That authority be and is hereby given to the Manager to

- (a) (i) issue new units in Suntec REIT ("**Units**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may, in its absolute discretion deem fit; and

- (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Ordinary Resolution was in force (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (A) the aggregate number of Units to be issued pursuant to this Ordinary Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed fifty percent (50%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) shall not exceed twenty percent (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (B) below);
- (B) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (A) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the total number of issued Units (excluding treasury Units, if any) at the time this Ordinary Resolution is passed, after adjusting for:
 - (i) any new Units arising from the conversion or exercise of any Instruments which are outstanding as at the time this Ordinary Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Units;
- (C) in exercising the authority conferred by this Ordinary Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed constituting Suntec REIT (as amended) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (D) unless revoked or varied by the Unitholders in a general meeting, the authority conferred by this Ordinary Resolution shall continue in force until (i) the conclusion of the next AGM of Suntec REIT or (ii) the date by which the next AGM of Suntec REIT is required by applicable regulations to be held, whichever is earlier;
- (E) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (F) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of Suntec REIT to give effect to the authority conferred by this Ordinary Resolution.

[Please see Explanatory Note 1]

(Ordinary Resolution 3)

4. GENERAL MANDATE FOR UNIT BUY-BACK

That:

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of Suntec REIT not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market repurchase(s) on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted; and/or
 - (ii) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Manager as it considers fit in accordance with the Trust Deed,

and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the “**Unit Buy-Back Mandate**”);

- (b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of Suntec REIT is held;
 - (ii) the date by which the next annual general meeting of Suntec REIT is required by applicable laws and regulations or the Trust Deed to be held; or
 - (iii) the date on which repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;
- (c) in this Ordinary Resolution:

“**Average Closing Price**” means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase, and deemed to be adjusted for any corporate action that occurs after the relevant five Market Days;

“**date of the making of the offer**” means the date on which the Manager makes an offer for an off-market repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an off-market repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

"Market Day" means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities;

"Maximum Limit" means that number of Units representing 2.5% of the total number of issued Units as at the date of the passing of this Ordinary Resolution; and

"Maximum Price" in relation to a Unit to be repurchased, means the repurchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market repurchase of a Unit, 105.0% of the Average Closing Price of the Units; and
- (ii) in the case of an off-market repurchase of a Unit, 105.0% of the Average Closing Price of the Units; and
- (d) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Suntec REIT to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

[Please see Explanatory Note 2]

(Ordinary Resolution 4)

5. OTHER BUSINESS

To transact such other business as may be transacted at an AGM.

BY ORDER OF THE BOARD
ARA Trust Management (Suntec) Limited
as manager of Suntec REIT

Sharon Yeoh
Chiang Wai Ming
Company Secretaries

Singapore
29 March 2019

Notes:

1. A Unitholder entitled to attend and vote at the AGM who is not a relevant intermediary is entitled to appoint not more than two proxies to attend 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. The proxy form must be lodged at the Unit Registrar's office at Boardroom Corporate and Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not later than 16 April 2019 at 2.30 p.m. being forty-eight (48) hours before the time fixed for the AGM.
4. A Unitholder who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than one proxy to attend 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, 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 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 and who holds Units in that capacity; or
 - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 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.
5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at forty-eight (48) hours before the time appointed for AGM in order for the Depositor to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of

proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

Explanatory Notes:

1) Ordinary Resolution 3 to be passed:

Ordinary Resolution 3 above, if passed, will empower the Manager from the date of the AGM until (i) the conclusion of the next AGM of Suntec REIT or (ii) the date by which the next AGM of Suntec REIT is required by the applicable regulations to be held, whichever is earlier, or (iii) the date on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest, to issue Units, to make or grant Instruments and to issue Units pursuant to such Instruments, up to a number not exceeding 50% of the total number of issued Units, of which up to 20% may be issued other than on a *pro rata* basis to Unitholders (in each case, excluding treasury Units, if any).

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units at the time Ordinary Resolution 3 above is passed, after adjusting for (i) new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Ordinary Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.

2) Ordinary Resolution 4 to be passed:

Ordinary Resolution 4, if passed, will empower the Manager from the date of the AGM of Suntec REIT until (i) the date on which the next annual general meeting of Suntec REIT is held, (ii) the date by which the next annual general meeting of Suntec REIT is required by applicable laws and regulations or the Trust Deed to be held, or (iii) the date on which the repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest, to exercise all the powers to repurchase issued Units for and on behalf of Suntec REIT not exceeding in aggregate 2.5% of the total number of Units as at the date of the passing of this Ordinary Resolution, whether by way of market repurchase(s) or off-market repurchase(s), on the terms of the Unit Buy-Back Mandate set out in the appendix to the Notice of Annual General Meeting dated 29 March 2019, unless such authority is revoked or varied by the Unitholders in a general meeting.

APPENDIX TO THE **NOTICE OF AGM**

DATED 29 MARCH 2019

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Appendix.

If you are in any doubt as to the contents herein or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold all your units in Suntec REIT, please forward this Appendix to the purchaser or bank or stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.



SUNTEC REAL ESTATE INVESTMENT TRUST
(Constituted in the Republic of Singapore pursuant to
a trust deed dated 1 November 2004 (as amended))

MANAGED BY

ARA TRUST MANAGEMENT (SUNTEC) LIMITED

APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING
DATED 29 March 2019

IN RELATION TO THE
THE PROPOSED RENEWAL OF THE UNIT BUY-BACK MANDATE

APPENDIX 1

1. INTRODUCTION

1.1. Summary

We refer to proposed Ordinary Resolution 4 ("**Resolution 4**") of the notice dated 29 March 2019 convening the annual general meeting of Suntec REIT to be held at Level 3, Nicoll 1-3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, on Thursday, 18 April 2019 at 2.30 p.m. ("**AGM**").

The purpose of this Appendix is to provide Unitholders with information relating to the proposed renewal of the Unit Buy-Back Mandate.

Resolution 4 relates to the proposed renewal of the unit buy-back mandate of ARA Trust Management (Suntec) Limited, as manager of Suntec REIT (the "**Manager**"). The Manager's existing mandate to exercise its powers to procure the repurchases of units in Suntec REIT ("**Units**") for and on behalf of Suntec REIT without the prior specific approval of the holders of Units ("**Unitholders**") in a general meeting was approved by Unitholders at the annual general meeting of Suntec REIT that was held on 16 April 2018, and such mandate expires on 18 April 2019, being the date of the AGM. In this regard, the Manager seeks approval from Unitholders at the AGM in relation to the renewal of the mandate to exercise its powers to procure the repurchases of Units without the prior specific approval of Unitholders in a general meeting (the "**Unit Buy-Back Mandate**").

1.2. This Appendix

The purpose of this Appendix is to provide Unitholders with information relating to the above proposal which will be tabled at the AGM.

1.3. Advice to Unitholders

Unitholders should note that by voting in favour of the resolution relating to the proposed Unit Buy-Back Mandate, they will give the Manager the mandate to procure the repurchases of Units on the terms and conditions set out in paragraph 2 of this Appendix and in accordance with all applicable laws and regulations, including but not limited to the provisions of the trust deed dated 1 November 2004 constituting Suntec REIT, as amended (the "**Trust Deed**") and the Listing Manual of the SGX-ST (the "**Listing Manual**").

(See "The Proposed Renewal of the Unit Buy-Back Mandate" in paragraph 2 of this Appendix for further details.)

1.4. Singapore Exchange Securities Trading Limited (the "**SGX-ST**")

SGX-ST assumes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Appendix.

2. THE PROPOSED RENEWAL OF THE UNIT BUY-BACK MANDATE

2.1. Rationale for the Unit Buy-Back Mandate

The approval of the renewal of the Unit Buy-Back Mandate authorising the Manager to repurchase Units for and on behalf of Suntec REIT would give the Manager the flexibility to undertake repurchases of Units ("**Unit Buy-Back**") of up to the **2.5%** limit described in paragraph 2.2.1 of this Appendix at any time, during the period commencing from the date on which the AGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates:

- (a) the date on which the next annual general meeting of Suntec REIT is held;
- (b) the date by which the next annual general meeting of Suntec REIT is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or
- (c) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated,

(the "**Mandate Duration**").

The rationale for seeking the Unit Buy-Back Mandate is as follows:

- (ii) the Unit Buy-Back Mandate would be a flexible and cost-effective capital management tool to enhance return on equity for Unitholders and/or the net asset value ("**NAV**") per Unit; and
- (iii) the Unit Buy-Back Mandate, when exercised at appropriate times, would help mitigate short-term market volatility, off-set the effects of short-term speculative trading of the Units and bolster market confidence in the Units.

While the Unit Buy-Back Mandate would authorise Unit Buy-Backs of up to the said **2.5%** limit during the period when the Unit Buy-Back Mandate is in force, Unitholders should note that Unit Buy-Backs may not necessarily be carried out to the entire **2.5%** limit as authorised by Unitholders.

Repurchases of Units will be made only when the Manager considers it to be in the best interests of Suntec REIT and the Unitholders.

Rule 723 of the Listing Manual requires Suntec REIT to ensure that at least 10.0% of its Units are at all times held by the public (the "**Public Float**"). As at 6 March 2019, being the latest practicable date prior to the printing of this Appendix (the "**Latest Practicable Date**"), the Public Float is approximately 65.2%, and accordingly, the Manager is of the view that the orderly trading and the listing status of the Units on the SGX-ST is not likely to be affected by the Unitholders' approval of the Unit Buy-Back Mandate and the repurchases of Units thereunder.

2.2 Authority and Limits on the Unit Buy-Back Mandate

The authority conferred on the Manager and the limits placed on the repurchases of Units by the Manager under the Unit Buy-Back Mandate are set out below:

2.2.1. Maximum Limit

The total number of Units which may be repurchased pursuant to the Unit Buy-Back Mandate is limited to that number of Units representing not more than 2.5% of the total number of issued Units as at the date of the AGM.¹

FOR ILLUSTRATIVE PURPOSES ONLY: On the basis of 2,680,536,828 Units in issue as at the Latest Practicable Date, and assuming that no further Units are issued on or prior to the AGM at which the Unit Buy-Back Mandate is approved, not more than 67,013,420 Units (representing 2.5% of the issued Units) may be repurchased by the Manager pursuant to the Unit Buy-Back Mandate during the Mandate Duration (as defined herein).

2.2.2. Duration of Authority

Unless revoked or varied by Unitholders in a general meeting, the Unit Buy-Back Mandate, if approved by Unitholders, will be in force for the Mandate Duration, being the period commencing from the date on which the AGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates:

- (i) the date on which the next annual general meeting of Suntec REIT is held;
- (ii) the date by which the next annual general meeting of Suntec REIT is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or
- (iii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated.

Under the Trust Deed and the prevailing laws and regulations of Singapore, Suntec REIT is required to convene an annual general meeting of Unitholders once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting, and in any case within four months from the financial year end of Suntec REIT.

The authority conferred on the Manager under the Unit Buy-Back Mandate to repurchase Units may be renewed at the next annual general meeting of Unitholders. When seeking the approval of Unitholders for any subsequent Unit Buy-Back Mandate, the Manager shall disclose details of each Unit Buy-Back made during the Mandate Duration in respect of the Unit Buy-Back mandate immediately preceding such Unit Buy-Back Mandate being sought, including the total number of Units repurchased, the repurchase price per Unit or the highest and lowest prices paid for such repurchases of Units, where relevant, and the total consideration paid for such repurchases.

¹ Pursuant to the Listing Manual, a unit buy-back shall not exceed 10.0% of the total number of issued units excluding treasury units and subsidiary holdings in each class as at the date of the resolution passed by unitholders for the unit buy-back. For the avoidance of doubt, Suntec REIT does not hold any treasury units and there are no subsidiary holdings as none of the subsidiaries of Suntec REIT hold any Units. There is also only one class of units in Suntec REIT.

2.2.3. Manner of Repurchase

Repurchases of Units may be made by way of:

- (i) market repurchase(s) ("**Market Repurchases**"); and/or
- (ii) off-market repurchase(s) ("**Off-Market Repurchases**").

Market Repurchases refer to repurchases of Units by the Manager effected on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Manager for the purpose.

Off-Market Repurchases refer to repurchases of Units by the Manager (which are not Market Repurchases) made under an equal access scheme or schemes for the repurchase of Units from Unitholders in accordance with the Trust Deed. In this regard, an Off-Market Repurchase must satisfy all the following conditions:

- (i) offers for the repurchase or acquisition of Units shall be made to every person who holds Units to repurchase or acquire the same percentage of their Units;
- (ii) all of the above-mentioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (a) differences in consideration attributable to the fact that offers may relate to Units with different accrued distribution entitlements;
 - (b) differences in consideration attributable to the fact that the offers may relate to Units with different amounts remaining unpaid; and
 - (c) differences in the offers introduced solely to ensure that each Unitholder is left with a whole number of Units.

Additionally, the Listing Manual provides that, in making an Off-Market Repurchase, the Manager must issue an offer document to all Unitholders which must contain, *inter alia*:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Unit repurchases;
- (iv) the consequences, if any, of Unit repurchases by the Manager that will arise under the Singapore Code on Take-overs and Mergers ("**Code**") or other applicable takeover rules;

- (v) whether the Unit repurchases, if made, could affect the listing of the Units on the SGX-ST;
- (vi) details of any Unit repurchases made by the Manager in the previous 12 months (whether Market Repurchases or Off-Market Repurchases in accordance with an equal access scheme), giving the total number of Units repurchased, the repurchase price per Unit or the highest and lowest prices paid for the repurchases, where relevant, and the total consideration paid for the repurchases; and
- (vii) whether the Units repurchased by the Manager will be cancelled or kept as treasury Units.

2.2.4. Repurchase Price

The Manager has the discretion to determine the repurchase price for a repurchase of Units under a Unit Buy-Back Mandate, subject to such repurchase price not exceeding:

- (i) in the case of a Market Repurchase, 105.0% of the Average Closing Price (as defined herein) of the Units in accordance with Rule 884 of the Listing Manual; and
- (ii) in the case of an Off-Market Repurchase, 105.0% of the Average Closing Price of the Units,

(the “**Maximum Price**”) in either case, excluding brokerage, stamp duty, commission, applicable goods and service tax and other related expenses (“**Related Expenses**”) of such repurchase. For the purposes of this paragraph 2.2.4:

“**Average Closing Price**” means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase, and deemed to be adjusted for any corporate action that occurs after the relevant five Market Days.

“**date of the making of the offer**” means the date on which the Manager makes an offer for an Off-Market Repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an Off-Market Repurchase calculated on the foregoing basis) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Repurchase.

2.3. Status of Repurchased Units

Under the Trust Deed, a Unit repurchased by way of a Unit Buy-Back shall be deemed cancelled immediately on repurchase (and all rights and privileges attached to such Unit will expire on such cancellation).

2.4. Reporting Requirements

Rule 886 of the Listing Manual specifies that an issuer shall notify the SGX-ST of all repurchases or acquisitions of its Units not later than 9.00 a.m.:

- (i) in the case of a Market Repurchase, on the Market Day following the day on which the Market Repurchase was made; or
- (ii) in the case of an Off-Market Repurchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Repurchase.

The notification of any such repurchases of Units to the SGX-ST (in the form of an announcement on the SGXNet) shall be in such form and shall include such details as the SGX-ST may prescribe.

The Manager shall make arrangements with the appointed stockbrokers and/or custodians to ensure that they provide the Manager in a timely fashion the necessary information which will enable the Manager to make the notifications to the SGX-ST.

2.5. Sources of Funds

The Manager may only apply funds for the repurchase of Units as provided in the Trust Deed and in accordance with the applicable laws and regulations in Singapore. The Manager may not repurchase Units for a consideration other than in cash.

The Manager intends to utilise Suntec REIT's internal sources of funds, external borrowings or a combination of both to finance the Manager's repurchase of Units on behalf of Suntec REIT pursuant to the Unit Buy-Back Mandate, subject always to the requirements of the applicable laws and/or regulations in force at the relevant time.

2.6. Financial Effects

It is not possible for the Manager to calculate realistically or quantify the impact of repurchases of Units that may be made pursuant to the Unit Buy-Back Mandate on the NAV per Unit and distribution per Unit ("DPU") as the resultant effect would depend on, among others, the aggregate number of Units repurchased and the repurchase prices paid for such Units.

Suntec REIT's total number of issued Units will be diminished by the total number of Units repurchased by way of a Unit Buy-Back as such Units will be cancelled.

The Manager will only exercise the Unit Buy-Back Mandate when it considers it to be in the best interests of Suntec REIT and the Unitholders. The Manager will consider factors such as the working capital requirements, availability of financial resources, the investment and growth strategies of Suntec REIT and the prevailing market conditions before repurchasing Units under the Unit Buy-Back Mandate. The Manager will exercise the Unit Buy-Back Mandate with a view to enhancing the DPU and/or the NAV per Unit. The Manager does not intend to exercise the Unit Buy-Back Mandate to such an extent as would have a material adverse effect on the financial position of Suntec REIT.

FOR ILLUSTRATIVE PURPOSES ONLY: The financial effects of a Unit Buy-Back on Suntec REIT are based on the assumptions set out below:

- (i) 67,013,420 Units (representing approximately 2.5% of the issued Units as at the Latest Practicable Date) are repurchased by the Manager pursuant to the Unit Buy-Back Mandate on 1 January 2018;
- (ii) 2,680,536,828 Units are in issue as at the Latest Practicable Date (assuming no further Units are issued on or prior to the AGM at which the Unit Buy-Back Mandate is approved);
- (iii) Units are repurchased:
 - (a) in the case of Market Repurchases by the Manager at the Maximum Price of S\$2.024 per Unit (being 105.0% of the Average Closing Price of the Units immediately preceding the Latest Practicable Date), and accordingly, the maximum amount of funds required for the repurchase of 67,013,420 Units, representing 2.5% of the issued Units as at the Latest Practicable Date (excluding Related Expenses) is approximately S\$135,635,000 and
 - (b) in the case of Off-Market Repurchases by the Manager at the Maximum Price of S\$2.024 per Unit (being 105.0% of the Average Closing Price of the Units immediately preceding the Latest Practicable Date), and accordingly, the amount of funds required for the repurchase of 67,013,420 Units, representing 2.5% of the issued Units as at the Latest Practicable Date (excluding Related Expenses) is approximately S\$135,635,000;
- (iv) the Unit Buy-Back Mandate has been effective since 1 January 2018;
- (v) all Units repurchased under the Unit Buy-Back Mandate are cancelled;
- (vi) the repurchases of Units are funded solely by internal sources of funds of Suntec REIT; and
- (vii) there are no changes to the distribution policy to Unitholders.

Based on the assumptions set out above, the financial effects of the repurchase of 67,013,420 Units (representing 2.5% of the issued Units as at the Latest Practicable Date) by the Manager pursuant to the Unit Buy-Back Mandate by way of (A) Market Repurchases and (B) Off-Market Repurchases, are set out below based on the audited consolidated financial statements of Suntec REIT and its subsidiaries (the “**Suntec REIT Group**”) for the financial year ended 31 December 2018 (“**FY 2018**” and the audited consolidated financial statements of the Suntec REIT Group for FY 2018, the “**FY 2018 Audited Financial Statements**”):

FY 2018 Audited Financial Statements		Pro forma financial effects of Unit repurchases on the FY 2018 Audited Financial Statements	
		Market Repurchases	Off-Market Repurchases
Net Assets (S\$ million)	5,768.1	5,632.5	5,632.5
Current Assets (S\$ million)	160.8	25.1	25.1
Current Liabilities (S\$ million)	649.7	649.7	649.7
Number of issued Units (as at the Latest Practicable Date) (million)	2,680.5	2,613.5	2,613.5
<u>Financial Ratios</u>			
Adjusted NAV per Unit (excluding outstanding distributable income) (S\$)	2.077	2.078	2.078
Distribution per Unit (cents)	9.988	10.244	10.244
Aggregate Leverage (%)	38.1	38.6	38.6

Unitholders should note that the financial effects set out in the table above are based on the FY 2018 Audited Financial Statements and are presented strictly for illustrative purposes only. The results of the Suntec REIT Group for FY 2018 may not be representative of future performance. Although the Unit Buy-Back Mandate would authorise the Manager to repurchase up to 2.5% of the total number of issued Units, the Manager may not necessarily repurchase or be able to repurchase the entire 2.5% of the total number of issued Units at any time while the Unit Buy-Back Mandate is in force.

2.7. Taxation

Unitholders who are in doubt as to their respective tax positions or the tax implications of Unit repurchases by the Manager, or, who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

2.8. Units Repurchased by the Manager

As at the Latest Practicable Date, the Manager has not repurchased any Units under the existing Unit buy-back mandate immediately preceding the AGM.

2.9. Black-Out Periods

The Manager will not repurchase any Units for and on behalf of Suntec REIT at any time after a material price sensitive development has occurred or has been the subject of a decision until such time the price sensitive information has been publicly announced. In addition, the Manager will not repurchase Units for and on behalf of Suntec REIT during the period commencing two weeks before the announcement of the Suntec REIT Group's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Suntec REIT Group's full year financial statements.

2.10. Take-over Implications

The circumstances under which Unitholders and persons acting in concert with them will incur an obligation to make a mandatory take-over offer under Rule 14 of the Code after a repurchase of Units by the Manager are set out in Appendix 2 of the Code. The take-over implications which may arise from any repurchase by the Manager of Units by way of a Unit Buy-Back are set out below.

2.10.1. Obligation to make a Take-over Offer

If, as a result of any repurchase by the Manager of the Units, the proportionate interest in the voting rights of a Unitholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Code. Consequently, a Unitholder or a group of Unitholders acting in concert could obtain or consolidate effective control of Suntec REIT and become obliged to make a mandatory take-over offer under Rule 14 of the Code.

2.10.2. Persons Acting in Concert

Applying the Code to Suntec REIT, to the extent possible, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of Units (or otherwise), to obtain or consolidate effective control of Suntec REIT.

Unless the contrary is established, the following persons, among others, will be presumed to be acting in concert, namely:

- (i) the following companies:
 - (a) a company ("**(A)**");
 - (b) the parent company of (A) ("**(B)**");
 - (c) the subsidiaries of (A) (each, "**(C)**");
 - (d) the fellow subsidiaries of (A) (each, "**(D)**");
 - (e) the associated companies of any of (A), (B), (C), or (D) (each, "**(E)**");
 - (f) companies whose associated companies include any of (A), (B), (C), (D) or (E); and
 - (g) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights; and
- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

For this purpose, a company is an "**associated company**" (as defined in the Code) of another company if the second company owns or controls at least 20.0% but not more than 50.0% of the voting rights of the first-mentioned company.

2.10.3. Effect of Rule 14 and Appendix 2 of the Code

In general terms, the effect of Rule 14 and Appendix 2 of the Code is that, unless exempted¹, Unitholders and/or persons acting in concert with them will incur an obligation to make a mandatory take-over offer under Rule 14 of the Code if, as a result of the Manager repurchasing Units by way of a Unit Buy-Back, the voting rights of such Unitholders and/or their concert parties would increase to 30.0% or more, or in the event that such Unitholders and/or their concert parties hold between 30.0% and 50.0% of the voting rights in Suntec REIT, if the voting rights of such Unitholders and/or their concert parties would increase by more than 1.0% in any period of six months.

Under Appendix 2 of the Code, a Unitholder not acting in concert with the Directors will not be required to make a mandatory take-over offer under Rule 14 of the Code if, as a result of the Manager repurchasing Units by way of a Unit Buy-Back, the voting rights of such Unitholder would increase to 30.0% or more, or, if such Unitholder holds between 30.0% and 50.0% of the voting rights in Suntec REIT, the voting rights of such Unitholder would increase by more than 1.0% in any period of six months. Such Unitholder need not abstain from voting in respect of the resolution relating to the renewal of the Unit Buy-Back Mandate.

Based on the interests of the Substantial Unitholders² in Units recorded in the Register of Substantial Unitholders as at the Latest Practicable Date, none of the Substantial Unitholders would become obliged to make a take-over offer for Suntec REIT under Rule 14 of the Code as a result of any repurchase of Units by the Manager pursuant to the Unit Buy-Back Mandate of the maximum limit of 2.5% of its issued Units as at the Latest Practicable Date.

Important:

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all the implications that may arise under the Code. Unitholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a mandatory take-over offer would arise by reason of any Unit repurchases by the Manager.

2.11. Unitholders' Approval

In view of the foregoing, the Manager is seeking the approval of Unitholders under Resolution 4 relating to the renewal of the Unit Buy-Back Mandate.

Important:

Unitholders should note that by voting in favour of the resolution relating to the renewal of the Unit Buy-Back Mandate, they will be authorising the Manager to procure the repurchase of Units on the terms and conditions set out in paragraph 2 of this Appendix and in accordance with the provisions of the Trust Deed and all applicable laws and regulations including, but not limited to the Listing Manual.

1 Unitholders and/or persons acting in concert with them will be exempt from the requirement to make a mandatory take-over offer under Rule 14 of the Code upon the satisfaction of the conditions set out in paragraph 3(a) of Appendix 2 of the Code.

2 "Substantial Unitholder" means a person with an interest in Units constituting not less than 5.0% of the total number of Units in issue.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

3.1. Interests of Directors

As at the Latest Practicable Date, certain directors of the Manager (“**Directors**”) collectively hold an aggregate direct and indirect interest in 5,621,729 Units. Based on the Register of Directors’ Unitholdings maintained by the Manager, the direct and deemed interests and voting rights of the Directors as at the Latest Practicable Date are as follows:

Name of Director	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units	%	No. of Units	%		
Ms Chew Gek Khim	0	0	0	0	0	0
Mr Lim Hwee Chiang, John	2,000,000	0.075	1,000,000 ¹	0.037	3,000,000	0.112
Mr Chen Wei Ching, Vincent	400,000	0.015	0	0	400,000	0.015
Mr Chan Pee Teck, Peter	0	0	0	0	0	0
Mrs Yu-Foo Yee Shoon	0	0	0	0	0	0
Mr Lock Wai Han (Appointed on 1 August 2018)	0	0	0	0	0	0
Mr Chow Wai Wai, John	2,221,729	0.083	0	0	2,221,729	0.083
Mr Chan Kong Leong (Resigned on 31 December 2018)	176,000	0.007	0	0	176,000	0.007
Mr Chong Kee Hiong (Appointed on 1 January 2019)	0	0	0	0	0	0

Note:

¹ Mr Lim Hwee Chiang, John is deemed to have an interest in 1,000,000 units of Suntec REIT held by Citibank Nominees Singapore Pte. Ltd. (as nominee of JL Philanthropy Ltd). The beneficiary of JL Philanthropy Ltd is JL Charitable Settlement and Mr Lim is the settlor of JL Charitable Settlement.

3.2. Interests of Substantial Unitholders

Based on the information available to the Manager, the direct and deemed interests and voting rights of the Substantial Unitholders of Suntec REIT as at the Latest Practicable Date are as follows:

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units	%	No. of Units	%		
ARA Asset Management Limited ⁽¹⁾⁽²⁾	0	0	188,141,706	7.02	188,141,706	7.02
ARA RE Investment Group (Singapore) Pte Ltd. ⁽²⁾	0	0	188,141,706	7.02	188,141,706	7.02
ARA RE Investment Group Limited ⁽²⁾	0	0	188,141,706	7.02	188,141,706	7.02
The Straits Trading Company Limited ⁽³⁾	0	0	255,062,038	9.52	255,062,038	9.52
The Cairns Pte. Ltd. ⁽⁴⁾	0	0	255,062,038	9.52	255,062,038	9.52
Raffles Investments Limited ⁽⁵⁾	0	0	268,367,706	10.01	268,367,706	10.01
Aequitas Pte. Ltd. ⁽⁶⁾	0	0	268,367,706	10.01	268,367,706	10.01
Tecity Pte. Ltd. ⁽⁷⁾	0	0	268,367,706	10.01	268,367,706	10.01
Dr. Tan Kheng Lian ⁽⁸⁾	968,000	0.04	268,367,706	10.01	269,335,706	10.05

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	%
	No. of Units	%	No. of Units	%		
Tan Chin Tuan Pte. Ltd. ⁽⁹⁾	0	0	268,367,706	10.01	268,367,706	10.01
BlackRock, Inc. ⁽¹⁰⁾	0	0	187,633,478	7.00	187,633,478	7.00
The PNC Financial Services Group, Inc ⁽¹¹⁾	0	0	187,633,478	7.00	187,633,478	7.00
Tang Gordon @ Tang Yigang @ Tang Gordon ⁽¹²⁾	256,134,532	9.56	0	0	256,134,532	9.56
Celine Tang @ Chen Huaidean @ Celine Tang ⁽¹²⁾	214,376,666	8.00	0	0	214,376,666	8.00
ARA Investment (Cayman) Limited ⁽¹³⁾	0	0	188,141,706	7.02	188,141,706	7.02
ARA Asset Management Holdings Pte. Ltd. ⁽¹⁴⁾	0	0	188,141,706	7.02	188,141,706	7.02
AVICT Dragon Holdings Limited ⁽¹⁵⁾	0	0	188,141,706	7.02	188,141,706	7.02
AVICT Phoenix Holdings Limited ⁽¹⁶⁾	0	0	188,141,706	7.02	188,141,706	7.02
AVIC Trust Co., Ltd ⁽¹⁷⁾	0	0	188,141,706	7.02	188,141,706	7.02
China Aviation Investment Holdings Co., Ltd ⁽¹⁸⁾	0	0	188,141,706	7.02	188,141,706	7.02
AVIC Capital Co., Ltd ⁽¹⁹⁾	0	0	188,141,706	7.02	188,141,706	7.02
Aviation Industry Corporation of China ⁽²⁰⁾	0	0	188,141,706	7.02	188,141,706	7.02
Alexandrite Gem Holdings Limited ⁽²¹⁾	0	0	188,141,706	7.02	188,141,706	7.02
WP Global LLC ⁽²²⁾	0	0	188,141,706	7.02	188,141,706	7.02
Warburg Pincus Partners II, L.P. ⁽²³⁾	0	0	188,141,706	7.02	188,141,706	7.02
Warburg Pincus Partners GP LLC ⁽²⁴⁾	0	0	188,141,706	7.02	188,141,706	7.02
Warburg Pincus & Co. ⁽²⁵⁾	0	0	188,141,706	7.02	188,141,706	7.02
Yang Chanzhen @ Janet Teo ⁽²⁶⁾⁽²⁷⁾	111,189,500	4.15	57,095,100	2.13	168,284,600	6.28
Tang Jialin ⁽²⁶⁾⁽²⁷⁾	107,011,700	3.99	57,095,100	2.13	164,106,800	6.12

Notes:

- (1) ARA Asset Management Limited (“ARA”) is the sole shareholder of the Manager and ARA RE Investment Group (Singapore) Pte Ltd (“ARA RIGS”). Accordingly, ARA is deemed to have an interest in the Units held by the Manager and Units that ARA RIGS has a deemed interest in.

- (2) ARA RIGS is a wholly-owned subsidiary of ARA, whereby ARA RE Investment Group Limited (“ARA RIG”) is a wholly-owned subsidiary of ARA RIGS.

In addition, ARA RIG’s wholly-owned subsidiaries, namely ARA Investors II Limited (“ARA Investors II”), ARA Real Estate Investors XII Limited (“ARA RE XII”) and ARA Real Estate Investors XIII Limited (“ARA RE XIII”), collectively hold more than 5 per cent. of the Units. Accordingly, each of ARA RIGS and ARA RIG is deemed to have an interest in the Units held by ARA Investors II, ARA RE XII and ARA RE XIII.

- (3) The Straits Trading Company Limited (“STC”) holds more than 50 per cent. of the voting rights of each of Straits Real Estate Pte. Ltd. (“SRE”) and Sword Investments Private Limited (“Sword”) and has a deemed interest in the Units held by SRE and Sword.

In addition, STC, through its wholly-owned subsidiaries, Straits Equities Holdings (One) Pte. Ltd. (“SEH One”) and Straits Equities Holdings (Two) Pte. Ltd. (“SEH Two”), collectively holds not less than 20 per cent. of the voting rights in ARA. ARA holds more than 50 per cent. of the voting rights of each of the Manager, ARA Investors II, ARA RE XII and ARA RE XIII. Accordingly, STC is deemed to be interested in the Units held by the Manager, ARA Investors II, ARA RE XII and ARA RE XIII.

- (4) The Cairns Pte. Ltd. (“Cairns”) holds more than 50 per cent. of the voting rights of STC. Accordingly, Cairns is deemed to have an interest in the Units that STC has a deemed interest in.

- (5) Raffles Investments Limited (“Raffles”) holds more than 50 per cent. of the voting rights of Raffles Investments (1993) Pte Ltd (“Raffles 1993”). Accordingly, Raffles is deemed to have an interest in the Units which Raffles 1993 holds.

In addition, Raffles also holds not less than 20 per cent. of the voting rights in Cairns. Accordingly, Raffles is deemed to have an interest in the Units that Cairns has a deemed interest in.

- (6) Aequitas Pte. Ltd. ("**Aequitas**") holds more than 50 per cent. of the voting rights of Raffles. Accordingly, Aequitas is deemed to have an interest in the Units that Raffles has a deemed interest in.
- (7) Tecity Pte. Ltd. ("**Tecity**") holds not less than 20 per cent. of the voting rights of Aequitas. Accordingly, Tecity is deemed to have an interest in the Units that Aequitas has a deemed interest in.
- (8) Dr. Tan Kheng Lian holds more than 50 per cent. of the voting rights of Tecity. Accordingly, Dr. Tan Kheng Lian is deemed to have an interest in the Units that Tecity has a deemed interest in.
- (9) Tan Chin Tuan Pte. Ltd. ("**TCTPL**") holds more than 50 per cent. of the voting rights of Aequitas. By virtue of this, through Aequitas, TCTPL has a deemed interest in the Units that Raffles has an interest in.
- (10) BlackRock, Inc. ("**BlackRock**") is deemed to have an interest in the Units held by the following subsidiaries through its indirect control of that subsidiaries:

(1) BlackRock (Luxembourg) S.A., (2) BlackRock (Netherlands) B.V., (3) BlackRock (Singapore) Limited, (4) BlackRock Advisors (UK) Limited, (5) BlackRock Advisors, LLC, (6) BlackRock Asset Management Canada Limited, (7) BlackRock Asset Management Ireland Limited, (8) BlackRock Asset Management North Asia Limited, (9) BlackRock Asset Management Schweiz AG, (10) BlackRock Financial Management, Inc., (11) BlackRock Fund Advisors, (12) BlackRock Fund Managers Ltd, (13) BlackRock Institutional Trust Company, N.A., (14) BlackRock International Limited, (15) BlackRock Investment Management (Australia) Limited, (16) BlackRock Investment Management (UK) Ltd, (17) BlackRock Investment Management, LLC, (18) BlackRock Japan Co Ltd, (19) BlackRock Life Limited, (20) iShares (DE) I Investmentaktiengesellschaft mit Teilgesellschaftsvermögen.
- (11) The PNC Financial Services Group, Inc. is deemed shareholder through its over 20 per cent. ownership of BlackRock.
- (12) Mr Tang Gordon @ Tang Yigang @ Tang Gordan is the spouse of Madam Celine Tang @ Chen Huaidan @ Celine Tang. Mr Tang Gordon together with his spouse, Madam Celine Tang, holds 178,338,266 Units in their joint accounts.
- (13) ARA Investment Company (Cayman) Limited (formerly known as Athena Investment Company (Cayman) Limited) ("**ARA (Cayman)**") holds 100 per cent. of the issued and paid-up capital of ARA. Accordingly, ARA (Cayman) is deemed to have an interest in the Units that ARA has a deemed interest in.
- (14) ARA Asset Management Holdings Pte. Ltd. (formerly known as Athena Investment Company (Singapore) Pte. Limited) ("**ARA Asset**") holds 100 per cent. of the voting rights of ARA (Cayman). Accordingly, ARA Asset is deemed to have an interest in the Units that ARA (Cayman) has a deemed interest in.
- (15) AVICT Dragon Holdings Limited ("**AVICT Dragon**") holds more than 20 per cent. of the voting rights of ARA Asset. Accordingly, AVICT Dragon is deemed to have an interest in the Units that ARA Asset has a deemed interest in.
- (16) AVICT Phoenix Holdings Limited ("**AVICT Phoenix**") holds more than 50 per cent. of the voting rights of AVICT Dragon. Accordingly, AVICT Phoenix is deemed to have an interest in the Units that AVICT Dragon has a deemed interest in.
- (17) AVIC Trust Co., Ltd. ("**AVIC Trust**") holds more than 50 per cent. of the voting rights of AVICT Phoenix. Accordingly, AVICT Trust is deemed to have an interest in the Units that AVICT Phoenix has a deemed interest in.
- (18) China Aviation Investment Holdings Co., Ltd ("**China Aviation**") holds more than 50 per cent. of the voting rights of AVIC Trust. Accordingly, China Aviation is deemed to have an interest in the Units that AVIC Trust has a deemed interest in.
- (19) AVIC Capital Co., Ltd ("**AVIC Capital**") holds more than 50 per cent. of the voting rights of China Aviation. Accordingly, AVIC Capital is deemed to have an interest in the Units that China Aviation has a deemed interest in.
- (20) Aviation Industry Corporation of China ("**AVIC**") is wholly-owned by the Central State-Owned Assets Supervision and Administration Commission of the People's Republic of China. AVIC holds more than 20 per cent. of the voting rights of AVIC Capital. Accordingly, AVIC is deemed to have an interest in the Units that AVIC Capital has a deemed interest in.
- (21) Alexandrite Gem Holdings Limited ("**AGHL**") is wholly-owned by certain private equity funds which are limited liability partnerships (the "**Funds**") managed by Warburg Pincus LLC ("**WP LLC**"), a New York limited liability company. Warburg Pincus XII, L.P., a Delaware limited partnership ("**WP XII GP**") and Warburg Pincus China GP, L.P., a Delaware limited partnership ("**WPC GP**") are the general partners of the Funds. AGHL holds more than 20 per cent. of the voting rights of ARA Asset. Accordingly, AGHL is deemed to have an interest in the Units that ARA Asset has a deemed interest in.
- (22) WP Global LLC, a Delaware limited liability company ("**WP Global**"), is the general partner of each of WP XII GP and WPC GP.
- (23) Warburg Pincus Partners II, L.P., a Delaware limited partnership ("**WPP II**"), is the managing member of WP Global.

- (24) Warburg Pincus Partners GP LLC, a Delaware limited liability company (“WPP GP LLC”) is the general partner of WPP II.
- (25) Warburg Pincus & Co., a New York general partnership (“WP”), is the managing member of WPP GP LLC.
- (26) Mr Tang Jialin and Madam Yang Chanzhen @ Janet Yeo are entitled to exercise or control the exercise of not less than 20 per cent. of the votes attached to the shares held by them in Senz Holdings Limited (“Senz”). They are therefore deemed interested in Units held by Senz.
- (27) Madam Yang Chanzhen, @ Janet Yeo holds 107,011,700 Units in joint accounts with Mr Tang Jialin.

4. DIRECTORS’ RECOMMENDATION

Having considered the relevant factors, including the rationale for the proposed renewal of the Unit Buy-Back Mandate as set out in paragraph 2 of this Appendix, the Directors recommend that Unitholders vote at the AGM in favour of the resolution relating to the renewal of the Unit Buy-Back Mandate.

5. DIRECTORS’ RESPONSIBILITY STATEMENT

- 5.1. The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed renewal of the Unit Buy-Back Mandate, Suntec REIT and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.
- 5.2. Where information in this Appendix 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 Appendix in its proper form and context.

6. DOCUMENT ON DISPLAY

The Trust Deed will be available for inspection during normal business hours at the registered office of the Manager at 5 Temasek Boulevard #12-01 Suntec Tower Five Singapore 038985 for so long as Suntec REIT is in existence.

IMPORTANT NOTICE

This Appendix does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of Suntec REIT in Singapore or any other jurisdictions. 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.

Unitholders 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 Suntec REIT is not indicative of the future performance of Suntec REIT. Similarly, the past performance of the Manager is not indicative of the future performance of the Manager.

This Appendix 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.

GLOSSARY

%	: Per centum or percentage
AGM	: The annual general meeting of Unitholders to be held at Level 3, Nicoll 1-3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 18 April 2019 at 2.30 p.m., to approve the matters set out in the Notice of Annual General Meeting
Appendix	: This Appendix to Unitholders dated 29 March 2019
Average Closing Price	: The average of the closing market prices of the Units over the last five Market Days, on which transactions in Units were recorded, immediately preceding the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase, and deemed to be adjusted for any corporate action that occurs after the relevant five Market Days
CDP	: The Central Depository (Pte) Limited
Code	: The Singapore Code on Take-overs and Mergers
date of the making of the offer	: The date on which the Manager makes an offer for an Off-Market Repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an Off-Market Repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Repurchase
Directors	: Directors of the Manager
DPU	: Distribution per Unit
FY 2018	: The financial year ended 31 December 2018
FY 2018 Audited Financial Statements	: The audited consolidated financial statements of the Suntec REIT Group for FY 2018
Latest Practicable Date	: 6 March 2019, being the latest practicable date prior to the printing of this Appendix
Listing Manual	: The Listing Manual of the SGX-ST
Manager	: ARA Trust Management (Suntec) Limited, in its capacity as manager of Suntec REIT
Mandate Duration	: Unless revoked or varied by Unitholders in a general meeting, the period commencing from the date on which the AGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates: <ul style="list-style-type: none"> (i) the date on which the next annual general meeting of Suntec REIT is held; (ii) the date by which the next annual general meeting of Suntec REIT is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or (iii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated
Market Day	: A day on which the SGX-ST is open for trading in securities
Market Repurchases	: Repurchases of Units by the Manager effected on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Manager for the purpose

Maximum Price	: Means:
	(i) in the case of a Market Repurchase, 105.0% of the Average Closing Price of the Units in accordance with Rule 884 of the Listing Manual; and
	(ii) in the case of an Off-Market Repurchase, 105.0% of the Average Closing Price of the Units
NAV	: Net asset value
Off-Market Repurchases	: Repurchases of Units by the Manager (which are not Market Repurchases) made under an equal access scheme or schemes for the repurchase of Units from Unitholders in accordance with the Trust Deed
Ordinary Resolution	: A resolution proposed and passed as such by a majority being greater than 50.0% or more 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
Public Float	: Refers to the percentage of Units held by the public
Related Expenses	: Brokerage, stamp duty, commission, applicable goods and services tax and other related expenses
S\$ and cents	: Singapore dollars and cents
SGX-ST	: Singapore Exchange Securities Trading Limited
Substantial Unitholder	: A person with an interest in Units constituting not less than 5.0% of the total number of Units in issue
Suntec REIT Group	: Suntec REIT and its subsidiaries
Trust Deed	: The trust deed dated 1 November 2004 constituting Suntec REIT, as amended, varied, or supplemented from time to time
Unit	: A unit representing an undivided interest in Suntec REIT
Unit Buy-Back	: The repurchase of Units pursuant to the Unit Buy-Back Mandate
Unit Buy-Back Mandate	: The proposed unit buy-back mandate to be given to the Manager by way of an Ordinary Resolution in a general meeting, to exercise its powers to procure the repurchases of Units for and on behalf of Suntec REIT without the prior specific approval of Unitholders at a general meeting
Unitholders	: The registered holders for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term “Unitholder” 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

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 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 Appendix 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 Appendix 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. Unless otherwise stated in this Appendix figures and percentages are rounded off where applicable.

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(As Manager of Suntec REIT)

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