

## MANDATORY CONDITIONAL CASH OFFER

by



**UNITED OVERSEAS BANK LIMITED**  
(Company Registration No.: 193500026Z)  
(Incorporated in the Republic of Singapore)



and

**DBS BANK LTD.**  
(Company Registration No.: 196800306E)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**AELIOS PTE. LTD.**  
(Company Registration No.: 202433087E)  
(Incorporated in the Republic of Singapore)

to acquire all the issued and outstanding units in

**SUNTEC REAL ESTATE INVESTMENT TRUST**  
(a real estate investment trust constituted on 1 November 2004  
under the laws of the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by  
the Offeror and its Concert Parties

### **ANNOUNCEMENT ON AGGREGATE UNITHOLDINGS OF THE OFFEROR AND PARTIES ACTING OR PRESUMED TO BE ACTING IN CONCERT WITH THE OFFEROR**

#### **1. INTRODUCTION**

- 1.1 United Overseas Bank Limited and DBS Bank Ltd. ("**Joint Financial Advisers**") refer to the announcement dated 5 December 2024 (the "**Offer Announcement**") issued by the Joint Financial Advisers, for and on behalf of Aelios Pte. Ltd. (the "**Offeror**"), in relation to the mandatory conditional cash offer (the "**Offer**") to acquire all the issued and outstanding units ("**Units**") in Suntec Real Estate Investment Trust ("**Suntec REIT**"), for all the Units other than those already owned, controlled and agreed to be acquired by the Offeror and its Concert Parties, in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers ("**Code**").
- 1.2 All capitalised terms used in this Announcement shall bear the same meaning as set out in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

#### **2 AGGREGATE UNITHOLDINGS**

- 2.1 As set out in the Offer Announcement, in the interests of confidentiality, the Offeror had not made any enquiries prior to the Offer Announcement in respect of certain other parties who are

or may be presumed to be acting in concert with the Offeror in connection with the Offer pursuant to the Code (the "**Other Concert Parties**"). Based on disclosures made to the Offeror by the Other Concert Parties, as a result of the enquires made subsequent to the Offer Announcement, the Joint Financial Advisers wish to announce, for and on behalf of the Offeror, that as at 6.00 p.m. (Singapore time) on 18 December 2024, the Offeror and parties acting or presumed to be acting in concert with the Offeror, own, control or have agreed to acquire an aggregate of 944,512,301 Units, representing approximately 32.33% of the total number of issued Units.

2.2 Please refer to the Appendix of this Announcement for updated details on the number of (a) Units, (b) securities which carry voting rights in Suntec REIT, or (c) convertible securities, warrants, options or derivatives in respect of such Units, or securities which carry voting rights in Suntec REIT (collectively, the "**Relevant Securities**") owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with the Offeror as at the date of this Announcement<sup>1</sup>, which represent 0.1% or more of the total number of issued Units in Suntec REIT.

2.3 Save as disclosed in the Offer Announcement and this Announcement, based on the information disclosed to the Offeror as at 6.00 p.m. (Singapore time) on 18 December 2024, none of the Offeror and parties acting or presumed to be acting in concert with the Offeror have:

- (a) received any irrevocable undertaking or commitment from any person to accept or reject the Offer in respect of any Relevant Securities;
- (b) entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the Units which might be material to the Offer;
- (c) granted a security interest relating to any Relevant Securities to another person, whether through a charge, pledge or otherwise;
- (d) borrowed any Relevant Securities from another person (excluding borrowed Relevant Securities which have been on-lent or sold); or
- (e) lent any Relevant Securities to another person.

2.4 The Offeror may receive further disclosures from the Other Concert Parties and will make such updated disclosures as may be required in due course and in the Offer Document.

### **3. RESPONSIBILITY STATEMENT**

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the Offeror jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly

---

<sup>1</sup> Unless otherwise stated, references in this Announcement to the total number of issued Units are based on 2,921,418,466 Units in issue (based on publicly available information as at the date of this Announcement).

available sources (including without limitation, in relation to the REIT Manager, Suntec REIT and its subsidiaries), the sole responsibility of the directors of the Offeror have been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by

**United Overseas Bank Limited and DBS Bank Ltd.**

For and on behalf of

**Aelios Pte. Ltd.**

18 December 2024

Any inquiries relating to this Announcement or the Offer should be directed during office hours to the following:

**United Overseas Bank Limited**

Tel: +65 6539 7066

**DBS Bank Ltd.**

Tel: +65 6878 6347

#### **IMPORTANT NOTICE**

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "expect", "anticipate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Unitholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Joint Financial Advisers undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*

## APPENDIX

### DISCLOSURE OF UNITHOLDINGS

#### Interests in Relevant Securities of the Offeror and parties acting or presumed to be acting in concert with the Offeror

Based on the latest information available to the Offeror, the details of the interests of the Offeror and parties acting or presumed to be acting in concert with the Offeror in the Units as at the date of this Announcement are set out below:

Name	Direct Interests		Deemed Interests		Total Interests	
	No. of Units	% <sup>(1)(2)</sup>	No. of Units	% <sup>(1)(2)</sup>	No. of Units	% <sup>(1)(2)</sup>
Offeror	67,341,700	2.31	-	-	67,341,700	2.31
GT <sup>(3)</sup>	234,932,027	8.04	67,341,700	2.31	302,273,727	10.35
CT <sup>(3)</sup>	237,827,494	8.14	67,341,700	2.31	305,169,194	10.45
Ms. Yang Chanzhen @ Janet Yeo <sup>(4)</sup>	122,644,520	4.20	-	-	122,644,520	4.20
Mr. Tang Jialin <sup>(4)</sup>	261,603,400	8.95	-	-	261,603,400	8.95
Ms. Tang Jialei	110,944,780	3.80	-	-	110,944,780	3.80
Mr. Tang Jiaze	79,112,080	2.71	-	-	79,112,080	2.71
Mr. Michael Tong Chiew & Mr. Tong Jiang Haiming <sup>(5)(6)</sup>	10,000,000	0.34	-	-	10,000,000	0.34
Xu Qinru <sup>(6)(7)</sup>	133,000	<i>n.m.</i> <sup>(8)</sup>	-	-	133,000	<i>n.m.</i>
Lin Daqi <sup>(6)(9)</sup>	89,300	<i>n.m.</i>	-	-	89,300	<i>n.m.</i>
Deemed Offeror Concert Parties <sup>(6)(10)</sup>	-	-	15,546,400	0.53	15,546,400	0.53

#### Notes:

- (1) All references to percentage unitholding of the issued Units are based on a total of 2,921,418,466 Units in issue (based on publicly available information as at the date of this Announcement).
- (2) Rounded to the nearest two (2) decimal places.
- (3) The Offeror Shareholders jointly hold 78,195,680 Units, representing approximately 2.68% of the total number of issued Units. The total interests of the Offeror Shareholders includes the Units which are jointly held by them.
- (4) Ms. Yang Chanzhen @ Janet Yeo and Mr. Tang Jialin jointly hold 117,466,720 Units, representing approximately 4.02% of the total number of issued Units. The total interests of each of Ms. Yang Chanzhen @ Janet Yeo and Mr. Tang Jialin includes the Units which are jointly held by them.
- (5) Mr. Michael Tong Chiew and Mr. Tong Jiang Haiming jointly hold 10,000,000 Units, representing approximately 0.34% of the total number of issued Units. Mr. Michael Tong Chiew is the brother of GT.
- (6) Following the release of the Offer Announcement, the Offeror has made enquires of certain other parties who are or may be presumed to be acting in concert with the Offeror in connection with the Offer pursuant to the Code.
- (7) Ms. Xu Qinru is a director of companies controlled by the Offeror Shareholders.
- (8) Not meaningful.
- (9) Mr. Lin Daqi is a director of companies controlled by the Offeror Shareholders.
- (10) The "Deemed Offeror Concert Parties" comprises certain director(s) of companies controlled by the Offeror Shareholders and their respective related entities and close relatives, of which based on the information available to the Offeror, 15,486,400 Units, representing approximately 0.53% of the total number of issued Units, held by the Deemed Offeror Concert Parties are pledged to banks.