



ESR Trust Management (Suntec) Limited

Suntec Real Estate Investment Trust
("Suntec REIT")

Manager of
SUNTEC
Real Estate Investment Trust

**MANDATORY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED
AND DBS BANK LTD., for and on behalf of AELIOS PTE. LTD.**

**DESPATCH OF NOTICE TO UNITHOLDERS REGARDING ELECTRONIC DISSEMINATION OF
THE OFFEREE CIRCULAR**

1. INTRODUCTION

1.1 The Board of Directors (the "**Board**" or the "**Directors**") of ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited) (the "**Manager**"), the manager of Suntec REIT, refers unitholders of Suntec REIT ("**Unitholders**") to:

1.1.1 the announcement dated 5 December 2024 (the "**Offer Announcement**") made by United Overseas Bank Limited ("**UOB**") and DBS Bank Ltd. ("**DBS**", and together with UOB, the "**Joint Financial Advisers**"), for and on behalf of Aelios Pte. Ltd. (the "**Offeror**"), in relation to the mandatory conditional cash offer (the "**Offer**") by the Offeror for all the issued and outstanding units ("**Units**") in Suntec REIT, other than those already owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (as defined in the Offer Announcement), in compliance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**");

1.1.2 the offer document dated 23 December 2024 containing the terms and conditions of the Offer (the "**Offer Document**") and its related documents issued by the Joint Financial Advisers for and on behalf of the Offeror; and

1.1.3 the announcement dated 23 December 2024 made by the Joint Financial Advisers, for and on behalf of the Offeror, in relation to the electronic dissemination of the Offer Document and its related documents and the despatch to the Unitholders of a hardcopy notification letter containing, *inter alia*, instructions for the electronic retrieval of the Offer Document and its related documents.

1.2 Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Offeree Circular (as defined below).

2. ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR AND DESPATCH OF NOTICE TO UNITHOLDERS

2.1 The Board would like to inform Unitholders that the Manager has today issued the offeree circular in connection with the Offer (the "**Offeree Circular**") containing, *inter alia*, the letter

from KPMG Corporate Finance Pte Ltd (the “**IFA Letter**”), the independent financial adviser (the “**IFA**”) to the directors of the Manager who are considered independent for the purposes of the Offer (the “**Independent Directors**”), and the recommendation of the Independent Directors in respect of the Offer.

Pursuant to the Securities Industry Council’s Public Statement on the Further Extension of Temporary Measure to Allow for Electronic Dissemination of Rights Issue and Take-over Documents issued on 29 June 2021, the Manager has opted to electronically disseminate the Offeree Circular. **Accordingly, please note that no printed copies of the Offeree Circular will be despatched to Unitholders.**

- 2.2** In connection with the electronic dissemination of the Offeree Circular, the Manager has today despatched by ordinary post to the Unitholders a hardcopy notice of electronic dissemination of the Offeree Circular (the “**Notice**”) containing the instructions for the electronic retrieval of the Offeree Circular.
- 2.3** The electronic version of the Notice and the Offeree Circular and its related documents are available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at <http://www.sgx.com> and on Suntec REIT’s corporate website at <https://suntecreit.listedcompany.com/newsroom.html>. Alternatively, you may directly access the page at Suntec REIT’s corporate website by scanning the following QR code:



- 2.4** Unitholders should read the Offer Document, the Offeree Circular and the IFA Letter (as set out in Appendix A to the Offeree Circular) carefully and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors before deciding whether or not to accept the Offer. Unitholders who are in any doubt about the Offer should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

3. CLOSING DATE

Unitholders should note that, as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 20 January 2025, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any 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, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement and the Offer Document), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

ESR Trust Management (Suntec) Limited (as Manager of Suntec Real Estate Investment Trust)
(Company registration no. 200410976R)

Chong Kee Hiong
Director
6 January 2025

ABOUT SUNTEC REIT

Listed on 9 December 2004, Suntec REIT holds properties in Suntec City, Singapore's largest integrated commercial development (including one of Singapore's largest shopping mall), a 66.3% interest in Suntec Singapore Convention & Exhibition Centre, a one-third interest in One Raffles Quay and a one-third interest in Marina Bay Financial Centre Towers 1 and 2 and the Marina Bay Link Mall. Suntec REIT holds a 100% interest in a commercial building located at 177 Pacific Highway, Sydney, a 100% interest in a commercial building located at 21 Harris Street, Pyrmont, Sydney, a 50.0% interest in Southgate Complex, Melbourne, a 50.0% interest in a commercial building located at Olderfleet 477 Collins Street, Melbourne and a 100% interest in a commercial building located at 55 Currie Street, Adelaide, Australia. Suntec REIT also holds a 50.0% interest in Nova Properties and a 100% interest in The Minster Building both located in London, United Kingdom. Suntec REIT is managed by an external manager, ESR Trust Management (Suntec) Limited (formerly known as ARA Trust Management (Suntec) Limited). For more details, please visit www.suntecreit.com.

Suntec REIT is committed towards the sustainable management of its real estate portfolio, and to ensure good corporate governance, prudent financial management, fair employment practices and efficient utilisation of resources to support its economic growth and the delivery of long-term value to unitholders.

ABOUT ESR TRUST MANAGEMENT (SUNTEC) LIMITED

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

ESR Asset Management Limited is part of the ESR Group ("**ESR**"), Asia-Pacific's leading New Economy real asset manager and one of the largest listed real estate investment managers globally. ESR's fully integrated fund management and development platform extends across Australia and New Zealand, Japan, South Korea, Greater China, Southeast Asia, and India, including a presence in Europe. ESR provides investors with a diverse range of real asset investment and development solutions across private and public investment vehicles. ESR's focus on New Economy real assets offers customers modern solutions for logistics, data centres, and infrastructure and renewables. ESR's purpose, Space and Investment Solutions for a Sustainable Future, drives ESR to manage sustainably and impactfully for the communities where it operates and the spaces it develops to thrive for generations to come. ESR Group is listed on The Stock Exchange of Hong Kong (HKSE: 1821.HK). Visit www.esr.com for more information.

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to subscribe for or acquire, units in Suntec REIT (the "**Units**") in any jurisdiction in which such an offer or solicitation is unlawful.

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. Investors have no right to request the Manager to redeem their Units while the Units are listed. 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 necessarily indicative of the future performance of Suntec REIT.