



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.**

RESPONSE ANNOUNCEMENT

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 issued by the Joint Financial Advisers, for and on behalf of the Offeror, in relation to the Offer (the "**Offer Document**"); and

1.1.3 the offeree circular dated 6 January 2025 issued by the Manager, on behalf of Suntec REIT, in connection with the Offer (the "**Offeree Circular**").

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

2. REVISION OF OFFER PRICE AND EXTENSION OF CLOSING DATE

2.1 The Board would like to inform Unitholders that the Joint Financial Advisers, for and on behalf of the Offeror, have announced on 8 January 2025 (the "**Offer Revision Announcement**") that the Offeror is revising the Offer Price and extending the closing date of the Offer.

Unitholders are advised to read the Offer Revision Announcement carefully, a copy of which has been posted by the Joint Financial Advisers, for and on behalf of the Offeror, on the SGXNet.

2.2 The Offer Revision Announcement states, amongst other matters, the following:

2.2.1 **Revision of Offer Price.** The Offeror is revising the Offer Price from S\$1.16 in cash for each Offer Unit to S\$1.19 in cash for each Offer Unit (the “**Revised Offer Price**”).

As stated in the Offer Revision Announcement, Unitholders who have earlier accepted the Offer are entitled to the Revised Offer Price, subject to the Offer becoming or being declared to be unconditional in all respects in accordance with its terms. Accordingly, no further action in respect of the Offer is required to be taken by Unitholders who have already validly accepted the Offer.

2.2.2 **Despatch of Written Notification.** As stated in the Offer Revision Announcement, a written notification of revision will be posted to all Unitholders in relation to the Revised Offer Price.

2.2.3 **Extension of Closing Date.** As stated in the Offer Revision Announcement, the Closing Date of the Offer will be extended from 5.30 p.m. (Singapore time) on 20 January 2025 to 5.30 p.m. (Singapore time) on 3 February 2025 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

2.2.4 **Other Terms.** As stated in the Offer Revision Announcement, save as disclosed in the Offer Revision Announcement, all the other terms and conditions of the Offer as set out in the Offer Document remain unchanged.

3. SUPPLEMENTAL LETTER TO UNITHOLDERS

The Manager will, in due course, be issuing to Unitholders a supplemental letter to the Offeree Circular (the “**Supplemental Letter**”) containing, amongst other matters, the advice of KPMG Corporate Finance Pte Ltd, in its capacity as the IFA to the Independent Directors, and the recommendation of the Independent Directors in respect of the Revised Offer Price.

In the meantime, Unitholders are advised to exercise caution when dealing in the Units or otherwise refrain from taking any action in relation to the Units which may be prejudicial to their interests. Unitholders should consult their stockbroker, bank manager, solicitor or other professional advisers if they have any doubt about the actions they should take.

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 Revision Announcement), 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

9 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 we operate and the spaces we develop 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.