

**Monetary Authority of Singapore**

Capital Markets Group  
 Capital Market Intermediaries II  
 10 Shenton Way MAS Building  
 Singapore 079117

**Singapore Exchange Regulation (SGX RegCo)**

11 North Buona Vista Drive  
 06-07 The Metropolis Tower 2  
 Singapore 138589

17 August 2020

Dear MAS and SGX RegCo Officers-In-Charge,

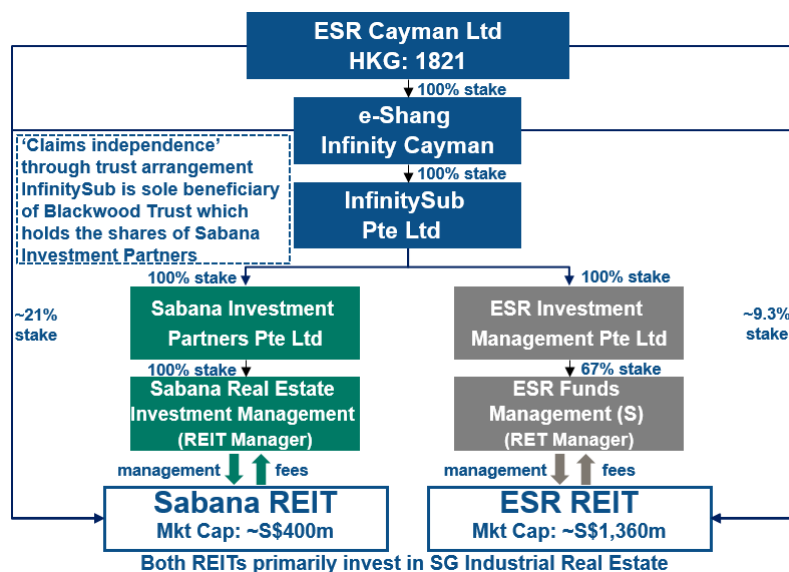
**Significant Conflict of Interest and Corporate Governance Issues Resulting from ESR Cayman Limited Controlling 2 REIT Managers**

We are Quarz Capital, Black Crane and over 50 unitholders of SGX-listed Sabana Shariah Compliant Trust (“Sabana REIT”, “Sabana” or “Trust”). We are urgently seeking MAS’ guidance, clarity and support on and to stop the potential severe conflict of interest issues concerning Sabana Real Estate Investment Pte Ltd (“Sabana REIT Manager”, “SREI”, “Manager” or “Sabana Manager”) which is the manager of Sabana REIT. SREI is a Capital Markets Services Licensee. We have been invested in Sabana REIT prior to the change in the ultimate controlling shareholder of the Manager.

On 17 July 2019, Vibrant Group completed the sale of its 51% controlling stake in Sabana Investment Partners which owns 100% of Sabana REIT Manager to InfinitySub Pte. Ltd. (“InfinitySub”). InfinitySub is 100% owned and controlled by ESR Cayman Limited (“ESR Cayman” or “ESR”). InfinitySub had previously purchased a 60% stake in Blackwood Investment which owns 45% of Sabana Investment Partners. According to the proposed merger announcement dated 16 July 2020, it seems that ESR has consolidated a 100% stake in SREI as of date. ESR Cayman also owns a 67% controlling stake in the manager (“ESR REIT Manager” or “ESR Manager”) of ESR REIT. ESR REIT Manager is also a Capital Markets Services Licensee.

As a result of the above, both the managers of ESR REIT and Sabana REIT are majority owned and controlled by ESR Cayman through InfinitySub Pte Ltd.

**ESR Cayman is the Controlling Shareholder in both REIT Managers + Top Unitholders<sup>1</sup> in both REITs**



<sup>1</sup> With concert party Tong Jinquan who is also a part owner of ESR REIT Manager and has unitholdings in both Sabana and ESR REITs

There is a full overlap in the investment mandate of the two REITs as they both invest in industrial properties and have 100% of their portfolios invested in Singapore. This creates critical corporate governance issues especially relating to the acquisitions & divestment of assets and the strategic direction of both REITs which can have detrimental effects on unitholders.

Quarz Capital has raised its concern to Sabana REIT through an open letter dated 13 Nov 2019. Quarz has also written to MAS on 8 Oct 2019 to highlight the potential conflict of interest issues. Black Crane has separately written to Sabana REIT copying MAS on 13 June 2019.

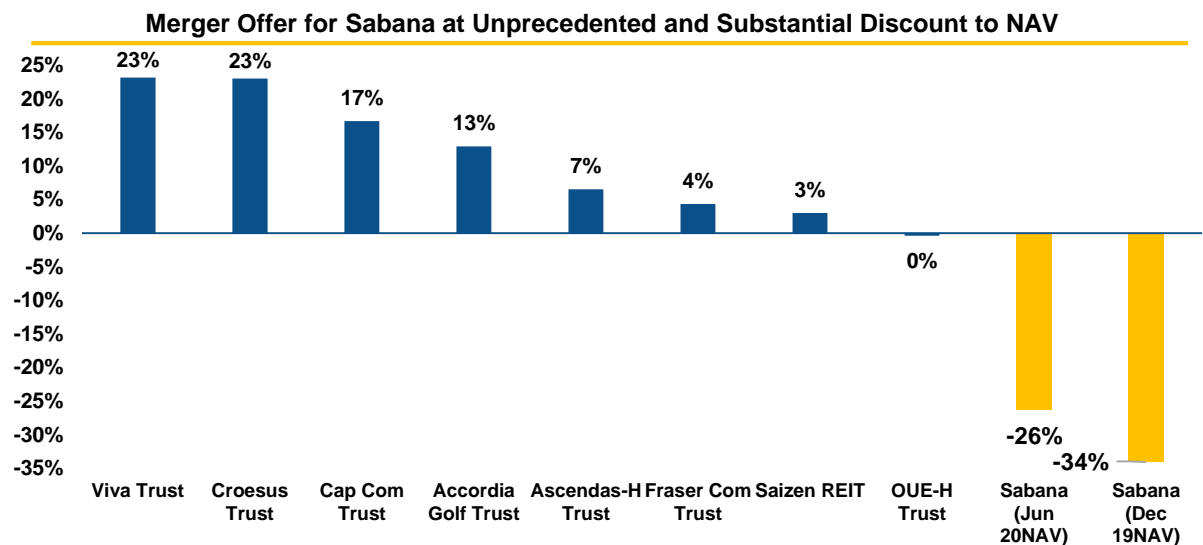
It took ESR Cayman one entire year to attempt to resolve the conflict of interest situation through a proposed merger of Sabana and ESR REITs as announced on 16 July 2020.

The proposed terms of the said merger with an implied value of S\$0.377 per Sabana REIT unit is appalling as it substantially undervalues Sabana REIT and destroys value for Sabana unitholders. We are deeply concerned that the Sabana REIT Manager may have been conflicted and is not acting in the best interest of Sabana unitholders. Another troubling aspect is that the actions which Sabana REIT Manager has taken during the one-year prior to the proposed merger may have significantly depressed Sabana REIT's valuation and unit price.

We have arrived at this conclusion based on several observations which we would like to elaborate further below:

**1. Sabana REIT Manager Repeatedly Advocates for ESR REIT Manager's Suboptimal Merger Offer**

The implied price of S\$0.377 per Sabana REIT unit is at a substantial and unprecedented discount of ~26% and ~34% to Sabana's NAV at 30 June 2020 and 31 Dec 2019, respectively. In the 18-year history of the SGX-listed REIT market with multiple takeovers/mergers, there has never been a takeover/merger of a REIT target at such a substantial discount to book value.



Given the substantial undervaluation of the offer price to Sabana's NAV, it raises concerns on whether the fiduciary duty of Sabana's board and management to act and protect all Sabana REIT unitholders' interest has been potentially compromised. If Sabana's board and management had intended to sell or merge Sabana's property portfolio in the best interest of all Sabana REIT unitholders, it should have held a proper, rigorous, fair and transparent public sale process in an appropriate market environment where third parties such as other REITs, investment funds, corporate entities and individuals are able to undertake proper due diligence, prepare and bid to purchase all or part of the portfolio. Had such process been undertaken, it would have likely elicited far superior offers and at a price which is at least equal, if not higher than its book value. Instead, Sabana REIT manager is now proposing to unitholders the suboptimal offer from ESR REIT.

In an announcement dated 5 August 2020, Sabana Manager tried to justify their main reason for not conducting a proper asset sale as follows:

*“There are several challenges involving asset sales, including searching for willing and approved buyers that can acquire all of the assets of Sabana REIT on a portfolio basis at NAV, as opposed to only acquiring a few individual assets, and the relatively high transaction costs (including stamp duty) than an asset sale on a portfolio basis may incur.”*

The above justification is completely ludicrous. Firstly, S\$3.4/1.3/2.1billion<sup>2</sup> of Singapore industrial property transactions were conducted in 2017/2018/2019. This is attributed to the highly transparent and attractive nature of the Singapore real estate market which has been globally acknowledged as a ‘safe haven’ as it is governed by the highest standard of regulation.

Secondly, conducting asset transactions is a basic capability and responsibility of a REIT manager. The shocking admission by Sabana REIT Manager that this is a challenge raises fundamental questions that besides being conflicted, is it also deficient in its primary capability and unqualified to manage a REIT? Thirdly, it is highly illogical that the Manager would choose to merge away its portfolio at a substantial discount of ~26/34% to book value which far exceeds any stamp duty payable which at most amounts to 3% of transaction value. Fourthly, what is the impetus to sell the ‘entire portfolio’ especially if it is not to the benefit of unitholders? Lastly, why is Sabana REIT Manager proposing to merge with ESR REIT at this time when unitholders have numerous viable options which are superior to the current proposed offer?

Given the COVID-19 Circuit Breaker restrictions which limit movement and non-essential activities, it is clear that the Manager likely cannot provide any opportunity to 3<sup>rd</sup> parties to conduct a proper physical due diligence of the assets which could have resulted in a far superior competing bid. It is thus perplexing why Sabana REIT Manager is pushing for the proposed merger with ESR REIT. Moreover, it is not as if Sabana REIT needs a transaction to happen in the near term; from a gearing standpoint Sabana REIT is amongst the least leveraged within the entire SGX REIT universe, while ESR REIT is amongst the highest leveraged. The timing could not have been worse for Sabana REIT unitholders, but in contrast, appears optimal for ESR REIT!

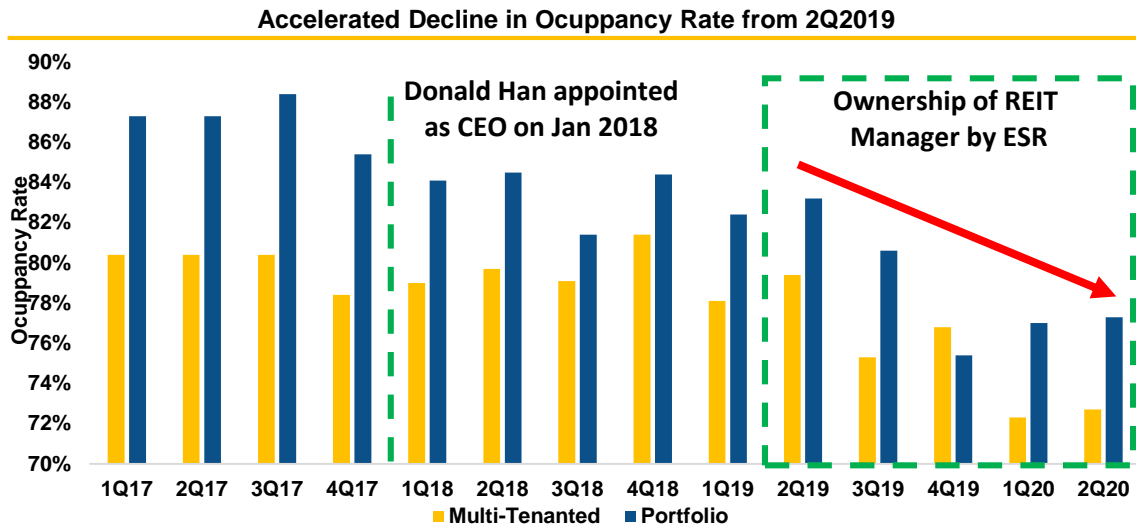
## **2. Sabana REIT Manager’s Lack of Execution of Key Levers Potentially Resulted in Lower DPU and Unit Price (and Lower Proposed Merger Price)**

- A) Since early 2019, Sabana REIT has been inefficiently under-g geared with a leverage level of 31-33%, one of the lowest among SGX-listed REITs. This is attributed to the Sabana REIT Manager not undertaking any strategic transaction as compared to its industrial REIT peers. The utilisation of >S\$130million of debt headroom (increasing leverage ratio to ~41-43%, proximate to ESR REIT’s leverage level at 42%<sup>3</sup>) would have potentially generated ~S\$8.5million of additional property net income and increased normalised or pro forma DPU by more than 12% at ~S\$0.0033 per unit.
- B) Sabana will be completing a substantial retail component with ~43,000 sqft of retail space (supermarket, F&B etc.) in late 2020, which can potentially yield net property income of ~S\$4.4million p.a. in 2021. Despite its prominence in previous Sabana investor presentation materials and annual reports, the potential substantial increase in rental income, DPU and NAV uplift from this retail component was conveniently absent in nearly all the materials relating to the proposed merger, and excluded from the pro forma DPU calculation in the joint announcement of the proposed merger. This is despite the fact that the said retail component will contribute to rental income from early 2021. If included, it would potentially generate another more than 10% growth in normalised or pro forma DPU.

<sup>2</sup> Based on data from JLL Research (excluding development sites and transactions with value <S\$5million)

<sup>3</sup> The inclusion of perpetual bond (S\$151.1million) would have further increased ESR REIT’s leverage ratio to 47%, making it the highest amongst SGX-listed REITs

- C) Sabana REIT Manager has chosen not to remove its Shariah compliance status despite multiple calls by unitholders over the last several years including from Black Crane and Quarz to do so in order to drastically reduce financing cost and increase occupancy. It is therefore preposterous that the Sabana Manager readily agrees to remove Sabana REIT’s Shariah compliance status immediately post the proposed merger with ESR REIT to lower interest expense and allow signing up of non Shariah compliant tenants. It is questionable whose interest is Sabana REIT Manager protecting; that of Sabana REIT or ESR REIT unitholders?



- D) The occupancy rate of Sabana’s portfolio assets had materially worsened post ESR Cayman’s controlling ownership of the Sabana REIT Manager. While the Sabana REIT Manager has consistently claimed that this is attributed to the expiry of master leases, a number of REITs including ESR REIT have successfully transitioned their master leases to multi tenanted properties in the same market environment.
- E) Sabana REIT’s portfolio has one of the highest amount of untapped GFA at ~1.4million sqft among industrial REIT peers. Sabana has >~40% more untapped GFA for organic development in comparison to ESR REIT. This is despite Sabana REIT’s current portfolio being ~25% the size of ESR REIT.
- F) Sabana Manager has also chosen not to disclose the level and the reason for the provision and allowance for impairments and rental rebates that were deducted from the gross revenue line in its 1H20 results. If the rental rebates and impairments were excessive and arbitrary, it could have had a severe impact on the calculation of the DPU accretion of the proposed merger in favour of ESR REIT.

It is clearly the fiduciary duty of Sabana REIT Manager to include the sizeable impact of all these levers on Sabana’s DPU when evaluating the proposed merger. The inclusion of these levers which would have easily yielded at least a 20-30% DPU growth would have rendered the proposed merger substantially dilutive and value destructive for Sabana REIT unitholders. The potentially adverse actions of Sabana REIT Manager again raise key questions on their independence from conflict of interest and their ability to fulfil their fiduciary duty to Sabana REIT unitholders.

**3. Sabana REIT Manager’s Reluctance to Communicate with Independent Unitholders**

Despite multiple attempts by Quarz to engage with the Sabana REIT manager since late 2019 (prior to the announcement of the proposed merger), Mr Donald Han has repeatedly avoided any discussion; meeting requests were postponed or cancelled altogether with a plethora of excuses (email evidence upon request).

It was only after the announcement of the proposed merger that the Manager tried to reach out to key independent unitholders. However, it was quite clear that there was no intention from Sabana Manager or ESR Manager to engage with the key independent unitholders on a suitable takeover price. ESR REIT Manager made its offer final on 6 August 2020. This is despite not having secured any irrevocable undertaking from independent unitholders (till date) which is unprecedented in SGX-listed REIT merger history.

The difference in treatment is stark between that of the independent unitholders of Sabana REIT compared to that of the independent unitholders of Viva Industrial Trust when ESR REIT made their merger proposal to them in 2018. At the point when the merger proposal between ESR REIT and Viva Industrial Trust was made public in May 2018, irrevocable undertakings to support the merger in the Viva Industrial Trust unitholder scheme vote had already been secured from 10 Viva Industrial Trust unitholders who in total accounted for 5.78% of outstanding Viva Industrial Trust units.

Given that it was public knowledge since April 2020 that Black Crane held over 5% of Sabana REIT units on its own, it is surprising that it appears that no key independent Sabana REIT unitholder was similarly approached ahead of the Sabana REIT / ESR REIT merger announcement on 16 July 2020. Could the difference be, because, unlike the proposal made to Viva Industrial Trust, both the ESR REIT manager and the Sabana REIT manager knew that the proposal being made to Sabana REIT unitholders was inherently unattractive to them? And was the offer only priced at such an unattractive level because ESR Cayman ultimately controlled both the ESR REIT manager and the Sabana REIT manager, whereas ESR Cayman did not control the Viva Industrial Trust manager?

Following the announcement of the proposed merger offer, Quarz commented via press releases on 30 July 2020 that it believes that the offer was suboptimal. Black Crane arranged to meet Sabana REIT Manager on the afternoon of 6 August 2020. However, ESR REIT immediately made a no increase/final offer announcement on the morning of 6 August 2020 despite clear opposition from the 2 biggest independent unitholders of Sabana REIT and in spite of securing zero irrevocable undertakings (till date) from Sabana independent unitholders. In all the SGX REIT-related merger and takeover transactions for the past 18 years, there has never been an instance where the bidder made a "No Increase of Offer Price" statement 3 weeks post the proposed offer announcement and with no irrevocable undertaking and support from independent unitholders. This in our view reflects the bidder's lack of intention in making a genuine offer to independent unitholders. This is in contrast to the situation at Accordia Golf Trust recently where the bidder adjusted its offer price following discussions with a group of independent unitholders. This resulted in a win-win situation where the offer price was revised to a fairer value and the bidder was able to secure irrevocable undertakings to support the transaction.

We are deeply concerned that the Sabana Manager may be allowed to continue to manage Sabana REIT if the proposed merger transaction were to fail without resolving the severe conflict of interest issues highlighted above.

We urge MAS to provide its view on this issue in order to safeguard the interests of independent unitholders and uphold corporate governance standards in Singapore. In the absence of a firm directive from MAS, there could be a misleading perception that ESR Cayman may continue to control the 2 REIT Managers with overlapping investment mandates, despite the conflict of interest issues raised above.

We have also consulted with a number of other REIT managers as well as institutional investors, in particular REITs of smaller asset size. They acknowledge and are apprehensive about the potential conflict of interest and corporate governance issues that arise from the overlapping investment mandate of Sabana and ESR REITs. They express great concerns at the extent of allowance provided to ESR Cayman and the ambiguity of the regulatory framework in addressing these key issues.

A number of institutional and retail investors were especially concerned and uncertain that a similar situation may occur in the REITs that they are invested in. One possible scenario is provided below:



- 1) Party X which already controls REIT Manager A purchases a controlling stake in another REIT Manager B. Party X has a substantially more valuable stake in REIT A than in REIT B.
- 2) Both REITs invest in the same sector and geographic region (overlapping mandate).
- 3) Party X creates a complicated structure to justify that REIT B is being managed 'independently'
- 4) Party X is then given an extended time period to manage both REITs before resolving the conflict of interest issues
- 5) During this time, REIT B is managed poorly either through influence or 'lack of oversight' which destroys its value
- 6) REIT A attempts to merge or takeover REIT B at suboptimal terms and to the benefit of Party X's stake in REIT A
- 7) If merger or takeover attempt fails, Party X might be allowed to continue operating the same arrangement again or for another prolonged time period
- 8) REIT B is again managed poorly during this period (value continues to fall)
- 9) REIT A attempts another merger with REIT B (opportunistically timed and at suboptimal terms)

As can be seen from the above example, the allowance for continued overlapping mandate leading to the severe conflict of interest issues is clearly to the detriment of unitholders and investors.

This arrangement definitely creates uncertainty in the market, affects investor confidence and undermines the sound reputation of Singapore as a jurisdiction with high standards of corporate governance and strict regulations.

Despite the clear evidence that Sabana REIT unitholders have been negatively impacted by the conflicts of interest of the Sabana REIT Manager, minority independent unitholders of Sabana REIT could potentially be intimidated and be fearful that they will continue to be short-changed if they vote against the unattractive offer being put in front of them when it is not clear if and when this conflict of interest situation will be rectified.

In our view, such perceived "no other option" has been framed to "bully" independent unitholders into voting in favour of the merger despite the appalling terms.

**We as minority unitholders therefore seek guidance, clarity and support from MAS on the following:**

- 1. Why was ESR Cayman given the permission and allowance firstly to acquire another REIT Manager which results in significant overlapping investment mandate, and secondly to continue, for an extended period of time, the management of the 2 REITs despite MAS' consistently strong view, regulation and action on Corporate Governance matters?**

We noted that MAS has previously highlighted that overlapping investment mandates can create severe conflict of interest issues when it clearly stated its disapproval of the manager of Cambridge REIT from being appointed as the manager of Macarthurcook REIT. This is in view of conflicts arising from the competing interests of unitholders in both REITs in 2009.

The merger between CapitaLand and Ascendas in 2019 could have potentially created similar conflict of interest issues due to the overlapping investment mandate between CapitaLand's ownership in the Manager of Ascott Residence Trust and Ascendas' ownership in the Manager of Ascendas Hospitality Trust. However, this potential conflict was immediately resolved within a week after the completion of the merger between CapitaLand and Ascendas when Ascott REIT offered to merge with Ascendas Hospitality Trust at a premium to the latter's book value.

It is important to note that the cause of the potential overlap of investment mandate between Ascott and Ascendas Hospitality Trust was a by-product of a merger between Capitaland and Ascendas with assets under management of S\$116billion. The combined assets of Ascott and Ascendas Hospitality Trust at S\$7.6billion only accounts for ~6.5% of the total assets.

In Sabana's case, we believe it was a deliberate move by ESR Cayman to purchase Sabana REIT Manager which directly resulted in the overlapping investment mandate and potential conflict of interest situation. Despite all the potential corporate governance issues this has caused, ESR Cayman and Sabana REIT Manager are now relying on the existing regulatory framework to potentially entrench itself.

ESR Cayman has controlled both REIT Managers for more than a year (since 17 July 2019) which have culminated in potential multiple conflict of interest issues. ESR Cayman has publicly admitted that there are possible conflicts of interest due to its control over both the Sabana REIT Manager and ESR REIT Manager which led to the the setup of its complex ownership structure of Sabana REIT Manager to mitigate these issues. While ESR Cayman has also stated that it had put in place "strict internal controls", and is not involved in the day to day management of the Sabana Manager or Sabana REIT, we believe that the facts as presented above speak for themselves and showcase that such "strict internal controls" and "mitigation measures" were in fact ineffective.

The existing unusual control/ownership of the Sabana REIT Manager through a trust structure appears to be setup with a view to avoid any perceived direct control over the Sabana REIT Manager and to "demonstrate independence" from ESR Cayman when this does not at all appear to be the case in reality.

This can potentially set a dangerous precedence for other players to take advantage of. As evident in this case, the consequences can be highly detrimental for minority unitholders as well as damaging for the reputation of the Singapore REIT and financial market as a safe haven for investors due to its strong regulation and protection of investors' rights.

**2. If the current proposed merger fails, we seek guidance from MAS to resolve this severe conflict of interest and disallow ESR Cayman to manage the 2 REITs through this "Questionable Structure"**

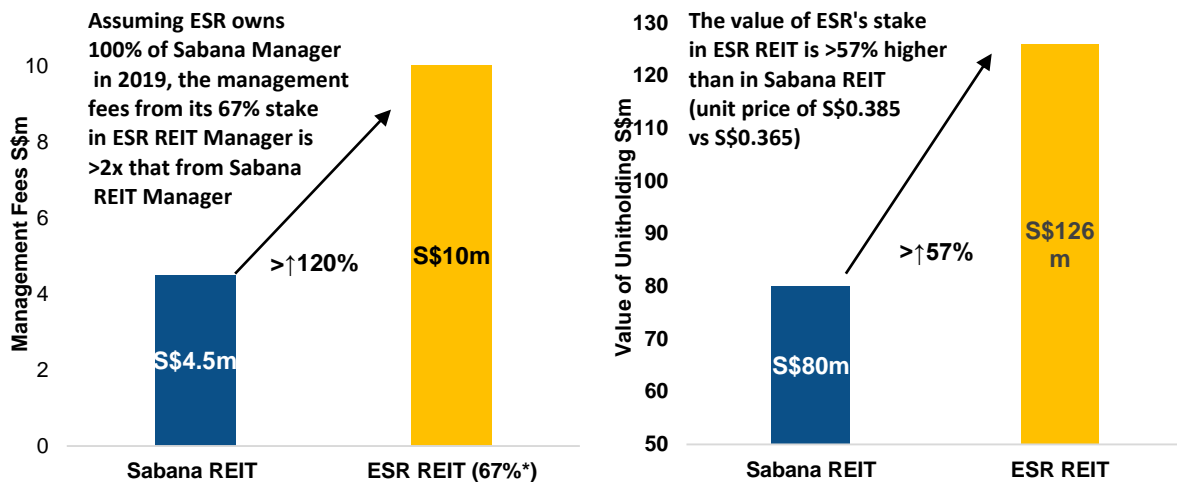
The Sabana REIT Manager appears highly confident that they will be able to continue managing Sabana REIT the way they do right now despite the potential conflict of interest issues and is seemingly intimidating unitholders that this will be the case if minority unitholders were to reject the proposed merger.

We have described how this conflict of interest has potentially resulted in substantial loss of unitholder value within a year and culminating in a suboptimal bid offer by ESR REIT. It is quite clear the offer has limited support from independent Sabana REIT unitholders. In the case that the proposed merger is rejected, independent Sabana REIT unitholders will also have to bear the costly bill of this "extravagant expedition" conceived by the Sabana REIT Manager.

The Sabana REIT Manager has also made it difficult for independent unitholders to remove the Manager even if the Manager is not acting in their best interest. A number of poison pill type mechanisms have been embedded into Sabana REIT, such as default / early redemption clauses within Sabana REIT's debt financing.

As can be seen from the example of Eagle Hospitality Trust, the "agency problem" and the misalignment of interest when the Trust Manager is owned by the Sponsor with substantial unitholding in the REIT can already create immense value destruction for unitholders through the sheer lack of oversight. In Sabana REIT's case, ESR Cayman is the biggest and dominant unitholder of Sabana REIT. It is also the controlling shareholder of the Sabana REIT Manager. The situation is further aggravated by ESR's dominant ownership of ESR REIT and its manager which is now conducting a transaction with Sabana REIT! **As the value of ESR Cayman's stake in ESR REIT and ESR REIT Manager is substantially higher, as a listed Hong Kong company bound to protect its investors' interest, it is quite evident which side ESR Cayman will prioritise.**

**ESR Cayman's Significantly Higher Fees from and Value of Stake in ESR REIT (vs Sabana REIT)**



The potential rejection of the takeover offer at Sabana REIT's October 2020 EGM will be unprecedented, being the first time in the history of REITs in Singapore. More importantly, it will highlight a massive lack of confidence in the Sabana REIT Manager and its proposals. It will also raise concerns about the corporate governance standards and fiduciary duty of Sabana REIT Manager to its unitholders. It is a total rejection of the potential conflict of interest which now exists due to the ownership of the Sabana REIT Manager by ESR Cayman.

Many minority unitholders are fearful and believe that they are forced to take up the current offer even though it is clearly suboptimal as the conflicts inherent in the status quo might further destroy their unit value through no fault of their own. This has been demonstrated when the Sabana REIT manager proposed a suboptimal offer even though it could have provided more options such as allowing for a rigorous and transparent tender process for Sabana REIT's portfolio to increase unitholder value.

**We therefore seek guidance, clarity and support from MAS on how this conflict of interest can be resolved immediately.** This is a crucial information for Sabana unitholders to have before they make their voting decision on the proposed merger with ESR. Any further delay and allowance provided to ESR Cayman and Sabana REIT Manager will create more uncertainty and potential value destruction to Sabana REIT unitholders.

As this development is unprecedented, we are highly confident that MAS already has a clear outline and plan to resolve the conflict of interest issues.

**From the discussions with unitholders of Sabana REIT, we would like to propose an option:**

1. ESR must immediately divest its controlling stake in the Sabana REIT Manager which can be purchased by the REIT at tangible book value (as the REIT can set up its own internal manager otherwise) or by other 3<sup>rd</sup> parties who do not have similar overlapping investment mandates.

While ESR Cayman may argue that they bought the Sabana REIT Manager for more than S\$21 million, we believe that this is not a justifiable excuse as firstly, they have invested with the full understanding about the substantial conflict of interest problems they will potentially create. Secondly, it has also been provided with generous amount of time of more than a year to resolve these conflicts.

We would highly appreciate and sincerely appeal to MAS to provide guidance, clarification and support on the key issues mentioned above which affect all unitholders in Sabana REIT. The SGX REIT market has grown tremendously over the last 18 years due to the strong reputation of MAS in setting and ensuring adherence to regulation, level playing field and upholding the highest standards of corporate governance. We trust in MAS to safeguard the interests of Sabana unitholders and restore investors' confidence to the market.



This proposed merger and the severe conflict of interest issues of the Sabana REIT Manager, have already attracted both international and local attention amongst investors, and the outcome of how the critical issues are resolved post the merger vote will surely influence investors' perception as to the state of investors' rights and the regulatory environment in Singapore. The standing of Singapore as a safe haven where investors' rights are protected will be negatively impacted if the potentially blatant conflict of interest and corporate governance issues can continue to exist even after independent unitholders have rejected it in the merger vote.

A significant number of REIT investors are also local retirees and retail investors who have invested their hard earned income and savings and rely on MAS to protect their rights. We believe that it is imperative that MAS takes necessary actions to safeguard investors' interests. The continued existence of this conflict and questionable structure creates uncertainty and will unquestionably diminish the confidence of investors in the Singapore REIT market.

Given MAS strong emphasis on corporate governance, we plead MAS to openly provide regulatory guidance and 'draw a line in the sand' in this key issue. We fear that the perceived lack of guidance and support has been implied as a 'silent consent' for what is happening and can potentially continue to result in further value destruction for minority unitholders. It also removes the critical foundation of regulatory certainty which is the cornerstone of the Singapore financial market.

We thank you for your kind consideration and await your reply.

Thank you.

Sincerely yours,

Jan F. Moermann  
CIO, Quarz Capital Management

Peter Kennan  
CIO, Black Crane Capital

## **CONFIRMATION OF SUPPORT**

I, \_\_\_\_\_ (First and Last Name) am a unitholder, holding \_\_\_\_\_ (No. of Units) of SGX-listed Sabana Shariah Compliant REIT (SGX: M1GU).

I have read the letter -

**Significant Conflict of Interest and Corporate Governance Issues Resulting from ESR Cayman Limited Controlling 2 REIT Managers**

addressed to SGX Exchange Regulation (SGX RegCo) and Monetary Authority of Singapore (MAS) on the 17<sup>th</sup> of August 2020.

I declare that I agree with Quarz Capital, Black Crane and other unitholders and would like to seek guidance, clarity and support from MAS on the following:

- 1) Why was ESR Cayman given the permission and allowance firstly to acquire another REIT Manager which results in significant overlapping investment mandate, and secondly to continue, for an extended period of time, the management of the 2 REITs despite MAS' consistently strong view, regulation and action on Corporate Governance matters?
- 2) If the current proposed merger fails, we seek guidance from MAS to resolve this severe conflict of interest and disallow ESR Cayman to manage the 2 REITs through this "Questionable Structure"

I, with Quarz Capital, Black Crane Capital and other unitholders seek guidance, clarity and support from MAS on how this conflict of interest can be resolved immediately.

We highly appreciate and sincerely appeal to MAS to provide guidance, clarification and support on the key issues mentioned above which affect all unitholders in Sabana REIT. The SGX REIT market has grown tremendously over the last 18 years due to the strong reputation of MAS in setting and ensuring adherence to regulation, level playing field and upholding the highest standards of corporate governance. We trust in MAS to safeguard the interests of Sabana unitholders and restore investors' confidence to the market.

Thank you.

Date / Place

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Signature

### **Data Privacy/Collection Disclaimer**

*By submitting the data below, YOU consent to the collection, use and disclosure of YOUR personal data for the purposes of:*  
*(a) receiving calls, emails, updates and information and communication regarding matters relating to Sabana REIT;*  
*(b) organizing and contacting unitholders of Sabana REIT with regard to matters of Sabana REIT."*  
*Please contact [info@savesabanareit.com](mailto:info@savesabanareit.com) for any enquiries regarding data protection and to reach our data protection officer.*