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**SF FENGTAI INDUSTRIAL
PARK HOLDINGS LIMITED**
順豐豐泰產業園控股有限公司
*(incorporated in the British Virgin Islands
with limited liability)*

**SF REAL ESTATE INVESTMENT
TRUST**
順豐房地產投資信託基金
*(a Hong Kong collective investment scheme authorised
under section 104 of the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong))*
(Stock Code: 2191)

Managed by
SF REIT ASSET MANAGEMENT LIMITED

JOINT ANNOUNCEMENT

- (1) PROPOSED VERY SUBSTANTIAL DISPOSAL
AND CONNECTED PARTY TRANSACTION;**
- (2) PROPOSED SPECIAL DISTRIBUTION AND PROPOSED 2026 SECOND
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- (3) PROPOSED TERMINATION, PROPOSED LIQUIDATION,
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- (4) APPLICATION OF NOTE 7 TO RULE 2 OF THE TAKEOVERS CODE
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- (5) ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE;**
- (6) APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER; AND**
- (7) PAYMENT OF MANAGER'S FEE TO THE MANAGER**

Financial Adviser to SF Fengtai



**Independent Financial Adviser to the Independent Board Committee,
the Independent Unitholders and the Trustee**

ALTUS CAPITAL LIMITED

PROPOSED VERY SUBSTANTIAL DISPOSAL AND CONNECTED PARTY TRANSACTION

The Board announces that on 29 October 2026 (after trading hours), the Trustee (as the seller), the Manager and the Purchaser entered into the Agreement for the disposal of the Sale Share (representing all issued share of the Target Company) and the Intercompany Balance by the Trustee to the Purchaser (which is a Substantial Holder of SF REIT) for a total consideration of HK\$2,611,147,699. The Consideration represents a discount of approximately 13.7% to the Distributions Adjusted NAV of the Disposed Group of approximately HK\$3,024,533,000 as at 30 June 2026, and approximately 18.8% to the Adjusted NAV of the Disposed Group of approximately HK\$3,214,446,000 as at 30 June 2026, respectively. Following Completion, SF REIT will cease to hold any interest in the Disposed Group.

PROPOSED SPECIAL DISTRIBUTION AND PROPOSED 2026 SECOND INTERIM DISTRIBUTION

The Board has resolved, subject to Completion, in accordance with the Trust Deed and the REIT Code for:

- (i) the Consideration, less the Related Costs, to be distributed in cash to the Unitholders by way of the Proposed Special Distribution of HK\$3.17 per Unit on a pro rata basis to the Unitholders whose names appear on the register of Unitholders on the record date (except for the Purchaser which has agreed to offset its entitlement against the Consideration pursuant to the Agreement). Such Proposed Special Distribution is distributed purely as a result of the Proposed Disposal; and
- (ii) the Proposed 2026 Second Interim Distribution of HK\$0.11 per Unit as the second interim distribution proposed to be paid to the Unitholders (of which HK\$0.06 per Unit will be an ordinary interim distribution determined by reference to the 9M2026 Unaudited Income and HK\$0.05 per Unit will be capital in nature) to be distributed in cash on a pro rata basis to the Unitholders whose names appear on the register of Unitholders on the record date (except for the Purchaser which has agreed to waive its entitlement to the Proposed 2026 Second Interim Distribution pursuant to the Agreement). The capital distribution of HK\$0.05 per Unit is declared and made pursuant to the exercise of the Manager's discretion to include capital in the distribution amount during an interim period in accordance with the terms of the Trust Deed, in order to accelerate the payment of the annual distribution to be paid to the Unitholders for the current financial year if Completion occurs.

Subject to Completion, the Unitholders (other than the Purchaser) will receive aggregate cash proceeds in the amount of HK\$3.28 per Unit, comprising (i) the Proposed Special Distribution of HK\$3.17 per Unit and (ii) the Proposed 2026 Second Interim Distribution of HK\$0.11 per Unit, which, in each case, will be paid within seven Business Days after Completion. Details of the record date and the book closure period for the relevant distribution will be disclosed in the Circular.

Pursuant to 7.12 of the REIT Code, SF REIT shall distribute to its Unitholders as dividends each year an amount not less than 90% of its audited annual net income after tax. The Proposed 2026 Second Interim Distribution (if paid) will constitute part of the annual distribution paid to the Unitholders for the financial year ending 31 December 2026 in compliance with 7.12 of the REIT Code. Taking into account the 2026 Interim Distributions, it is currently not expected that SF REIT would be required to declare any final distribution for the year ending 31 December 2026 in order to meet the requirement of 7.12 of the REIT Code. However, in the event the 2026 Interim Distributions are less than 90% of annual distributable income for the financial year ending 31 December 2026 (as determined in accordance with the Trust Deed based on the audited financial statements of SF REIT for the year ending 31 December 2026), the Manager shall, for the purpose of complying with 7.12 of the REIT Code, declare and pay the 2026 Annual Distribution to the Unitholders. If SF REIT does not have sufficient cash to pay the 2026 Annual Distribution (or any part of it) to its Unitholders (other than the Purchaser which has agreed to waive its entitlement to the 2026 Annual Distribution (which, if any, is expected to be in around April 2027) in respect of its unitholding of SF REIT as at the relevant record date), pursuant to the terms of the Agreement, the Purchaser has irrevocably and unconditionally undertaken to pay to SF REIT an amount equal to the Shortfall no later than 7 Business Days before the proposed payment date of the 2026 Annual Distribution (if any) to enable SF REIT to pay such 2026 Annual Distribution in full.

If the Proposals do not proceed, SF REIT will in any event continue to comply with its annual distribution obligations under the REIT Code and the Trust Deed.

WARNING: Unitholders and potential investors should be aware that the Proposals are subject to the Independent Unitholders' approval at the EGM by the Approval Threshold and other Conditions being fulfilled (or, where permitted, waived) and may or may not be completed or effected, as the case may be. Therefore, the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution may or may not be made. If the Proposals do not proceed, SF REIT will continue to comply with its annual distribution obligations under the REIT Code and the Trust Deed. Unitholders and/or potential investors should therefore exercise caution when dealing in Units. Persons who are in doubt as to the action they should take should consult their licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional adviser.

PROPOSED TERMINATION, PROPOSED LIQUIDATION, PROPOSED DELISTING AND PROPOSED DEAUTHORISATION

Given the Disposed Group comprises all of the operating businesses and assets of the Group, the Board is of the view that, following Completion, the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution, it is not anticipated that any assets will remain in SF REIT, save for the remaining cash required for the purpose of payment of the Related Costs in an estimated amount not exceeding HK\$10,620,000 and any previously declared but unclaimed distributions. Accordingly, SF REIT would have no remaining operating real estate assets to fulfil the criteria for operating as a REIT in accordance with the REIT Code, and therefore, SF REIT should be terminated and liquidated in accordance with the REIT Code, the Units should be delisted from trading on the Stock Exchange and SF REIT should be deauthorised in accordance with applicable regulatory requirements. As the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are natural results of the Proposed Disposal, the Board understands that the Proposed Disposal should be treated as part of the Proposed Termination, the Proposed Liquidation and the Proposed Delisting. The Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are subject to the Independent Unitholders' approval by the Approval Threshold (i.e. approval by the Independent Unitholders representing at least 75% of the votes attaching to the Units held by the Independent Unitholders voting either in person or by proxy at the EGM, with the number of votes cast against being not more than 10% of the votes attaching to the Units held by all Independent Unitholders in respect of the resolution relating to the Proposals) at the EGM.

The Board proposes, following the Proposed Termination becoming effective, to liquidate SF REIT in accordance with the Trust Deed and the REIT Code.

In compliance with 11.8 to 11.10 of the REIT Code and the Trust Deed, following termination of SF REIT, the Trustee shall, as part of the process of liquidation of SF REIT, oversee the realisation of any remaining assets of SF REIT by the Manager and the Trustee shall ensure that the Manager shall repay any outstanding borrowings effected by or for the account of SF REIT (together with any interest thereon but remaining unpaid) and shall ensure the proper discharge of all other obligations and liabilities of SF REIT.

All the Unitholders whose names appear on the register of Unitholders on the record date (in respect of the final payment of proceeds (if any) derived from the Proposed Liquidation) will be entitled to participate on a pro rata basis in any proceeds derived from the Proposed Liquidation available for distribution to the Unitholders after any creditors and the costs of the winding up (including those arising from the realisation of any remaining assets of SF REIT referred to in the preceding paragraph) have been paid. Save for the remaining cash required for the purpose of payment of the Related Costs in an estimated amount not exceeding HK\$10,620,000 and any previously declared but unclaimed distributions, it is not anticipated that any assets will remain in SF REIT following Completion, the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution. If the Related Costs exceed the estimated Related Costs of HK\$10,620,000, SF Fengtai has undertaken to SF REIT to bear the amount exceeding HK\$10,620,000. If the Related Costs are less than the estimate of HK\$10,620,000, the remaining amount of the Related Costs shall form part of the assets of SF REIT, and shall, in the course of the liquidation of SF REIT, be distributed to the Unitholders in the manner specified above.

IRREVOCABLE UNDERTAKINGS

On 17 September 2026, each of (a) China Orient (as the investment manager of China Orient Multi-Strategy Master Fund) and China Orient Multi-Strategy Master Fund, and (b) China Orient (as the investment manager of China Orient Enhanced Income Fund) and China Orient Enhanced Income Fund, gave an irrevocable undertaking in favour of SF Fengtai, pursuant to which they have undertaken, among other things, that the relevant fund shall exercise or procure the exercise of all voting rights attached to the IU Units to vote in favour of all resolutions relating to the Proposals to be proposed at any meeting of Unitholders (including the EGM).

China Orient is the investment manager of each of China Orient Multi-Strategy Master Fund and China Orient Enhanced Income Fund. China Orient Multi-Strategy Master Fund and China Orient Enhanced Income Fund hold 166,351,000 Units in aggregate as at the date of this joint announcement, representing approximately 20.28% of the total issued Units.

FINANCIAL RESOURCES

DBSAC has been appointed as the financial adviser to SF Fengtai. DBSAC is satisfied that (i) sufficient financial resources are available to SF Fengtai for the payment of the Cash Consideration for the Proposed Disposal in full, (ii) taking into account the Cash Consideration (net of the Related Costs), sufficient financial resources are available to SF REIT for the payment of the Proposed Special Distribution in full, and (iii) sufficient financial resources are available to SF REIT for the payment of the Proposed 2026 Second Interim Distribution in full.

IMPLICATIONS UNDER THE REIT CODE, THE TRUST DEED, THE LISTING RULES AND THE TAKEOVERS CODE

Application of Note 7 to Rule 2 of the Takeovers Code and commencement of the Offer Period

Pursuant to Note 7 to Rule 2 of the Takeovers Code, if a company proposes to dispose of its assets and there is a proposal to withdraw the company's listing on the Stock Exchange, the Executive would normally apply Rule 2.10 and other requirements of the Takeovers Code. Therefore, the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting would need to be approved by the Independent Unitholders with the Approval Threshold at the EGM. Pursuant to the Takeovers Code, the Offer Period has commenced on the date of this joint announcement.

Application of the REIT Code, the Trust Deed and the Listing Rules

Clause 26 of the Trust Deed requires any connected party transaction to be carried out in accordance with the provisions of the REIT Code, the Listing Rules (to the extent appropriate and practicable) and any conditions (including any conditions of waivers or exemptions from the operation of the REIT Code granted by the SFC from time to time) imposed by the SFC from time to time.

Under 8.1 of the REIT Code, connected persons of SF REIT include, among others, a Substantial Holder and its associates under the Listing Rules. SF Fengtai holds 300,355,741 Units (representing approximately 36.61% of the total issued Units as at the date of this joint announcement) and is therefore a Substantial Holder of SF REIT. Accordingly, the Proposed Disposal constitutes a connected party transaction of SF REIT under 8.5 of the REIT Code. As such, the Proposed Disposal is subject to the reporting, announcement and independent Unitholders' approval requirements under 8.7A of the REIT Code. 8.7A of the REIT Code requires all connected party transactions to be regulated with reference to Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Proposed Disposal is more than 75%, the Proposed Disposal constitutes a very substantial disposal of SF REIT and accordingly, is subject to the reporting, announcement and Unitholders' approval requirements under 10.10B of the REIT Code and Chapter 14 of the Listing Rules as applicable to REITs.

Further, pursuant to 11.1 of the REIT Code and clause 29.1(b) of the Trust Deed, termination of SF REIT shall be subject to Unitholders' approval by special resolution at the EGM.

8.7F of the REIT Code requires that, where a Unitholder has a material interest in the transaction tabled for approval and that interest is different from that of all other Unitholders, such Unitholder shall abstain from voting at the general meeting. Under paragraph 3.2 of schedule 1 to the Trust Deed, where a Unitholder has a material interest in the transaction tabled for approval at a meeting of Unitholders and that interest is different from the interests of other Unitholders, such Unitholder shall be prohibited from voting his/her/its Units at, or being counted in the quorum for, such meeting.

EGM and Approval Threshold

As the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are natural results of the Proposed Disposal, the Proposed Disposal should be treated as part of the Proposed Termination, the Proposed Liquidation and the Proposed Delisting. Therefore, in compliance with the REIT Code, the Listing Rules, the Takeovers Code and the Trust Deed, the Board proposes to submit the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting for the Independent Unitholders' approval at the EGM by way of a combined resolution and will apply the Approval Threshold to the combined resolution. SF Fengtai, its associates (as defined under the Listing Rules) and the Purchaser Concert Parties will abstain from voting at the EGM in respect of the resolutions in relation to the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting.

INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee (comprising Mr. HO Lap Kee, Mr. CHAN Ming Tak, Ricky, Mr. KWOK Tun Ho, Chester and Mr. Michael Tjahja SUSANTO, being the independent non-executive Directors) has been formed (a) to advise the Independent Unitholders (i) as to whether the Proposals (including the terms of the Proposed Disposal) are fair and reasonable, and (ii) as to whether the Proposals are on normal commercial terms or better, in the ordinary and usual course of business of SF REIT and are in the interests of SF REIT, the Independent Unitholders and the Unitholders as a whole, and (b) to make recommendations to the Independent Unitholders as to voting on the Proposals at the EGM.

Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee should comprise all non-executive Directors who have no direct or indirect interest in the Proposals. As Mr. HO Chit (being the Chairman and a non-executive Director, and a director of SF Fengtai) and Ms. OOI Bee Ti (being a non-executive Director and a director of SF Fengtai) are presumed to be acting in concert with the Purchaser and Ms. GAN Ling (being a non-executive Director) was the joint company secretary of SFH, the holding company of SF Fengtai, from 27 November 2024 to 29 October 2026, they are regarded as being interested in the Proposals for the purpose of Rule 2.8 of the Takeovers Code and are hence not members of the Independent Board Committee.

The Manager has appointed Altus Capital as the Independent Financial Adviser to advise the Independent Board Committee, the Independent Unitholders and the Trustee in respect of the Proposals. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

PAYMENT OF MANAGER'S FEE TO THE MANAGER

In accordance with the terms of the Trust Deed, the Manager is entitled to: (a) a Divestment Fee payable upon Completion; and (b) an ongoing Base Fee payable on a semi-annual basis and Variable Fee payable on an annual basis.

The Manager has agreed to waive (a) the Divestment Fee in respect of the Proposed Disposal; and (b) if Completion takes place by 31 March 2027, the Base Fee and Variable Fee for the year ending 31 December 2027. On the other hand, if the Proposals are withdrawn or lapse, the Base Fee and Variable Fee for the year ending 31 December 2027 will remain payable to the Manager in accordance with the terms of the Trust Deed. For the avoidance of doubt, the Manager will continue to be entitled to the Base Fee and Variable Fee for the year ending 31 December 2026, which will be paid in cash in accordance with the most recent valid election made by the Manager to the Trustee and disclosed in the announcement of SF REIT dated 13 January 2025.

CIRCULAR

The Circular containing, among other things: (1) a letter from the Board to the Unitholders containing details of the Proposals and other related matters (including, but not limited to, a timetable listing the relevant dates of the Proposals); (2) the opinion of the Independent Financial Adviser with respect to the Proposals; (3) the opinion of the Independent Board Committee with respect to the Proposals; (4) the Property Valuation Report; (5) the Reports; (6) the unaudited pro forma financial information of SF REIT; (7) the review report of the 9M2026 Unaudited Income; and (8) the Notice of EGM, is expected to be despatched to the Unitholders on a date which is more than 15 Business Days after the publication of this joint announcement as required under 11.4 of the REIT Code and more than 21 days after the date of this joint announcement as required under Rule 8.2 of the Takeovers Code, as additional time is needed for the preparation of certain information to be included in the Circular. SF REIT will apply to the SFC and the Executive for consent to extend the time for the despatch of the Circular and further announcement(s) will be made in compliance with the requirements of the REIT Code and the Takeovers Code.

WARNING

Unitholders and potential investors should be aware that the Proposals are subject to the Independent Unitholders' approval at the EGM by the Approval Threshold and other Conditions being fulfilled (or, where permitted, waived) and may or may not be completed or effected, as the case may be. Unitholders and potential investors are advised to exercise caution when dealing in the Units. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional advisers.

1. PROPOSED VERY SUBSTANTIAL DISPOSAL AND CONNECTED PARTY TRANSACTION

The Board announces that on 29 October 2026 (after trading hours), the Trustee (as the seller), the Manager and the Purchaser entered into the Agreement for the disposal of the Sale Share (representing all issued share of the Target Company) and the Intercompany Balance by the Trustee to the Purchaser (which is a Substantial Holder of SF REIT) for a total consideration of HK\$2,611,147,699. The Consideration represents a discount of approximately 13.7% to the Distributions Adjusted NAV of the Disposed Group of approximately HK\$3,024,533,000 as at 30 June 2026, and approximately 18.8% to the Adjusted NAV of the Disposed Group of approximately HK\$3,214,446,000 as at 30 June 2026, respectively. Following Completion, SF REIT will cease to hold any interest in the Disposed Group.

1.1 Terms of the Agreement

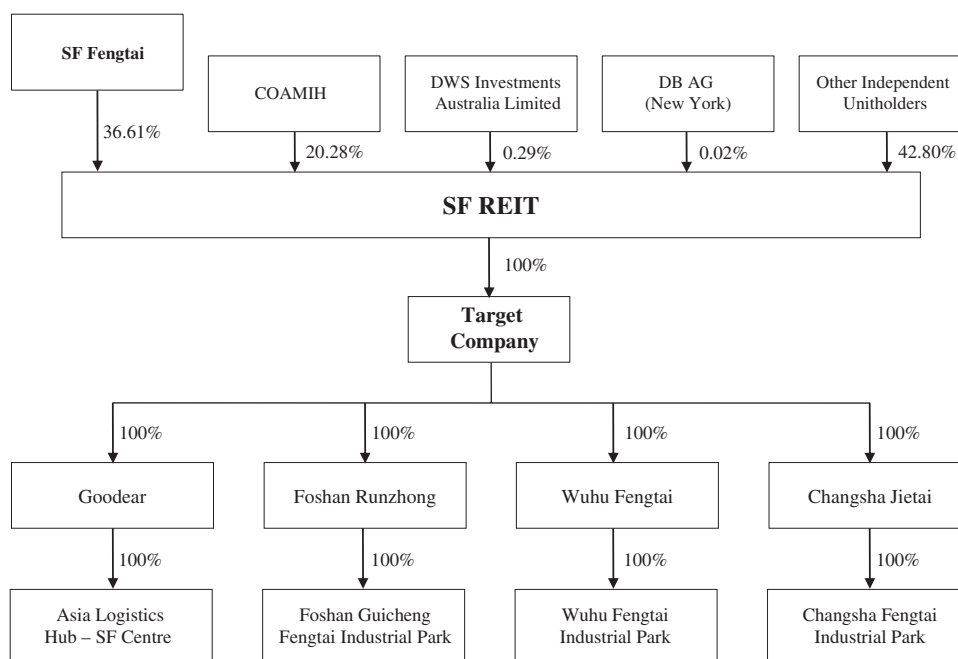
Date: 29 October 2026

Parties:

- (1) Seller: The Trustee, as trustee of SF REIT
- (2) Manager: The Manager, as manager of SF REIT
- (3) Purchaser: SF Fengtai

Structure of SF REIT

The chart below shows a simplified structure of SF REIT as at the date of this joint announcement:



1.1.1 Assets being disposed of

Pursuant to the Agreement, the Purchaser has conditionally agreed to purchase, and the Seller has conditionally agreed to sell, the Sale Share and the Intercompany Balance. The Intercompany Balance arose from the Target Company's use of the proceeds of SF REIT's global offering to purchase the relevant properties for the Target Company.

1.1.2 Consideration and payment of Consideration

The total consideration for the Proposed Disposal is HK\$2,611,147,699, representing a discount of approximately 13.7% to the Distributions Adjusted NAV of the Disposed Group of approximately HK\$3,024,533,000 as at 30 June 2026, and approximately 18.8% to the Adjusted NAV of the Disposed Group of approximately HK\$3,214,446,000 as at 30 June 2026, respectively.

The Consideration has been determined by arm's length negotiation between the Manager (on behalf of SF REIT) and the Purchaser with reference to (i) the Distributions Adjusted NAV of the Disposed Group as at 30 June 2026; (ii) the performance and prospects of the Disposed Group; and (iii) the historical Unit price performance of SF REIT. The Property Valuation Report including the appraised value of SF REIT's investment properties as at 30 September 2026 in compliance with Rule 11 of the Takeovers Code and 11.4(e) of the REIT Code will be included in the Circular for Unitholders' reference.

Subject to Completion, the amount of HK\$952,127,699, being the entitlement of SF Fengtai to the Proposed Special Distribution in respect of its unitholding of SF REIT as at the date of this joint announcement, shall be deducted from the total Consideration payable to the Seller at Completion for the purpose of offsetting such entitlement, and the remaining balance in the amount of HK\$1,659,020,000 shall be paid by the Purchaser to the Seller at Completion in cash.

The Purchaser has undertaken that it shall not, and shall procure the Manager not to, change its unitholding in SF REIT or issue any Units or securities convertible into Units, during the period commencing on the date of the Agreement and ending on the date of payment of the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution.

1.1.3 Conditions Precedent

Completion is subject to and conditional upon satisfaction of the following Conditions:

- (a) approval having been obtained from the Independent Unitholders for (i) the Proposed Disposal; (ii) the Proposed Termination and the Proposed Liquidation of SF REIT in accordance with the REIT Code; and (iii) the Proposed Delisting of Units from trading on the Stock Exchange, in each case by the Approval Threshold, in accordance with the requirements of the Trust Deed, the Takeovers Code, the REIT Code and applicable laws;
- (b) all necessary licences, consents, approvals, authorisations, permissions, waivers, orders, exemptions or notifications of, among others, creditors of the Disposed Group and other relevant third parties, which are required for the execution and performance of the Agreement and the implementation of the transactions contemplated thereunder having been obtained and not having been revoked prior to Completion;

- (c) all necessary licences, consents, approvals, authorisations, permissions, waivers, orders, exemptions or notifications of governmental or regulatory authorities or bodies which are required for the execution and performance of the Agreement and the implementation of the transactions contemplated thereunder having been obtained and not having been revoked prior to Completion and no relevant governmental, quasi-governmental, statutory or regulatory body, court or agency having granted any order or made any decision that restricts or prohibits the implementation of the transactions contemplated under the Agreement;
- (d) the warranties given by the Seller and the Manager remaining true and correct in all material respects and not misleading in any material respect as if they were repeated at any time prior to Completion by reference to the facts and circumstances then subsisting;
- (e) the warranties given by the Purchaser remaining true and correct in all material respects and not misleading in any material respect as if they were repeated at any time prior to Completion by reference to the facts and circumstances then subsisting;
- (f) no material adverse change in the business, condition (financial, legal or business), prospects, assets or profits of the Disposed Group having occurred since the date of the Agreement; and
- (g) the waiver from the requirements under Note 1 of 11.8 of the REIT Code having been granted by the SFC and not having been revoked prior to Completion.

The Purchaser may waive all or any of Conditions (b), (d) and (f) above (either in whole or in part) at any time by notice to the Seller and the Manager. The Seller and the Manager may waive Condition (e) above at any time by notice to the Purchaser. Each of the Manager and the Purchaser shall use reasonable endeavours to procure (so far as it is so able to procure) that the Conditions are satisfied on or before the Longstop Date. If any of the Conditions is not fulfilled or (where permitted) waived on or before the Longstop Date, the Agreement shall terminate (except for any accrued rights or liabilities of any party) and the Proposals shall lapse accordingly. As at the date of this joint announcement, none of the Conditions has been fulfilled and the Purchaser, the Seller and the Manager have no intention to waive any of the Conditions.

As at the date of this joint announcement, apart from Condition (g), the Manager and the Purchaser are not aware of any necessary authorisations, consents and approvals of any government or governmental or regulatory body or court or institution in relation to the Proposed Disposal required as at the date of this joint announcement.

In addition, save for waivers from the banks under certain existing bank loans entered into by a member of the Disposed Group in its ordinary course of business, as at the date of this joint announcement, the Manager and the Purchaser are not aware of any third party consent in relation to the Proposed Disposal that is required pursuant to any agreement to which any member of the Group is a party or any consents, approvals or authorisations as described under Conditions (b) and (c) above which are required.

Completion shall take place on the date falling five Business Days after the date on which all the Conditions are satisfied or, where permitted, waived by the Purchaser or the Seller and the Manager (as the case may be), or at such other time and on such other date as the Seller, the Manager and the Purchaser may agree, but in any event no later than ten Business Days after the date on which all the Conditions are satisfied or, where permitted, waived by the Purchaser or the Seller and the Manager (as the case may be).

1.2 Financial Resources

The total cash payment obligation of SF REIT in relation to the Proposed Special Distribution (as to HK\$1,648,400,000) and payment for the Related Costs (as to an estimated amount not exceeding HK\$10,620,000), in aggregate, is expected to be HK\$1,659,020,000. The cash payment obligation of HK\$1,659,020,000 would be financed by the Cash Consideration.

SF Fengtai intends to finance the Cash Consideration through committed term loan facilities made available to SF Fengtai by DBS Bank Ltd., Hong Kong Branch and/or its internal resources.

The total cash payment obligation of SF REIT in relation to the Proposed 2026 Second Interim Distribution is expected to be HK\$57,213,000. SF REIT intends to finance the Proposed 2026 Second Interim Distribution from its internal resources.

DBSAC has been appointed as the financial adviser to SF Fengtai. DBSAC is satisfied that (i) sufficient financial resources are available to SF Fengtai for the payment of the Cash Consideration for the Proposed Disposal in full, (ii) taking into account the Cash Consideration (net of the Related Costs), sufficient financial resources are available to SF REIT for the payment of the Proposed Special Distribution in full, and (iii) sufficient financial resources are available to SF REIT for the payment of the Proposed 2026 Second Interim Distribution in full.

1.3 Use of Proceeds from the Proposed Disposal

Subject to Completion, SF REIT will distribute the Cash Consideration, less the Related Costs, to the Unitholders as part of the Proposed Special Distribution as described in the section headed “2. Proposed Special Distribution and Proposed 2026 Second Interim Distribution” of this joint announcement.

2. PROPOSED SPECIAL DISTRIBUTION AND PROPOSED 2026 SECOND INTERIM DISTRIBUTION

2.1 Proposed Special Distribution and Proposed 2026 Second Interim Distribution

The Board has resolved, subject to Completion, in accordance with the Trust Deed and the REIT Code for:

- (i) the Consideration, less the Related Costs, to be distributed in cash to the Unitholders by way of the Proposed Special Distribution of HK\$3.17 per Unit on a pro rata basis to the Unitholders whose names appear on the register of Unitholders on the record date (except for the Purchaser which has agreed to offset its entitlement against the Consideration pursuant to the Agreement). Such Proposed Special Distribution is distributed purely as a result of the Proposed Disposal; and
- (ii) the Proposed 2026 Second Interim Distribution of HK\$0.11 per Unit as the second interim distribution proposed to be paid to the Unitholders (of which HK\$0.06 per Unit will be an ordinary interim distribution determined by reference to the 9M2026 Unaudited Income and HK\$0.05 per Unit will be capital in nature) to be distributed in cash on a pro rata basis to the Unitholders whose names appear on the register of Unitholders on the record date (except for the Purchaser which has agreed to waive its entitlement to the Proposed 2026 Second Interim Distribution pursuant to the Agreement). The capital distribution of HK\$0.05 per Unit is declared and made pursuant to the exercise of the Manager's discretion to include capital in the distribution amount during an interim period in accordance with the terms of the Trust Deed, in order to accelerate the payment of the annual distribution to be paid to the Unitholders for the current financial year if Completion occurs.

Pursuant to Rule 10 of the Takeovers Code, the 9M2026 Unaudited Income constitutes profit estimate and should be reported on by the Reports under Rule 10.4 of the Takeovers Code. Due to the practical difficulties in including the Reports in this joint announcement in terms of the additional time required for the preparation of the Reports by the reporting accountants and the financial adviser of SF REIT, the 9M2026 Unaudited Income is included in this joint announcement without full compliance with the requirements of Rule 10 of the Takeovers Code.

In accordance with Rule 10.4 and Practice Note 2 of the Takeovers Code, the requisite Reports on the 9M2026 Unaudited Income are proposed to be contained in the Circular, which is expected to be the next document to be sent to Unitholders by SF REIT in accordance with the Takeovers Code.

Unitholders and potential investors should exercise caution in placing reliance on the above 9M2026 Unaudited Income in assessing the merits and demerits of the Proposals disclosed in this joint announcement and/or when dealing in the Units.

Pursuant to 7.12 of the REIT Code, SF REIT shall distribute to its Unitholders as dividends each year an amount not less than 90% of its audited annual net income after tax. The Proposed 2026 Second Interim Distribution (if paid) will constitute part of the annual distribution paid to the Unitholders for the financial year ending 31 December 2026 in compliance with 7.12 of the REIT Code. Taking into account the 2026 Interim Distributions, it is currently not expected that SF REIT would be required to declare any final distribution for the year ending 31 December 2026 in order to meet the requirement of 7.12 of the REIT Code. However, in the event the 2026 Interim Distributions are less than 90% of annual distributable income for the financial year ending 31 December 2026 (as determined in accordance with the Trust Deed based on the audited financial statements of SF REIT for the year ending 31 December 2026), the Manager shall, for the purpose of complying with 7.12 of the REIT Code, declare and pay the 2026 Annual Distribution to the Unitholders. If SF REIT does not have sufficient cash to pay the 2026 Annual Distribution (or any part of it) to its Unitholders (other than the Purchaser which has agreed to waive its entitlement to the 2026 Annual Distribution (if any) in respect of its unitholding of SF REIT as at the relevant record date), pursuant to the terms of the Agreement, the Purchaser has irrevocably and unconditionally undertaken to pay to SF REIT an amount equal to the Shortfall no later than 7 Business Days before the proposed payment date of the 2026 Annual Distribution (which, if any, is expected to be in around April 2027) to enable SF REIT to pay such 2026 Annual Distribution in full.

If the Proposals do not proceed, SF REIT will in any event continue to comply with its annual distribution obligations under the REIT Code and the Trust Deed.

Pursuant to the Agreement, save for the Proposed Special Distribution, the Proposed 2026 Second Interim Distribution and the 2026 Annual Distribution (if any), the Manager will not declare, pay or make any other dividends or other distributions to the Unitholders from the date of the Agreement to the earlier of the Completion Date or the date of termination of the Agreement.

Subject to Completion, the Unitholders (other than the Purchaser) will receive aggregate cash proceeds in the amount of HK\$3.28 per Unit, comprising (i) the Proposed Special Distribution of HK\$3.17 per Unit and (ii) the Proposed 2026 Second Interim Distribution of HK\$0.11 per Unit, which, in each case, will be paid within seven Business Days after Completion. Details of the record date and the book closure period for the relevant distribution will be disclosed in the Circular.

For illustrative purposes, the following table sets out further details on and calculations in relation to the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution payable to Unitholders and other cash payment obligations of SF REIT:

Proposed Special Distribution payable

	<i>HK\$</i>
Consideration	2,611,147,699
Less: Related Costs	10,620,000
Total Proposed Special Distribution payable	2,600,527,699^{1 & 2}

Sources of funding of the Proposed Special Distribution

	<i>HK\$</i>
Entitlement of SF Fengtai to the Proposed Special Distribution	952,127,699
Cash Consideration (A)	1,659,020,000
Less: Related Costs (B)	10,620,000
Total Proposed Special Distribution payable	2,600,527,699

Proposed 2026 Second Interim Distribution

	<i>HK\$</i>
Entitlement of SF Fengtai to the Proposed 2026 Second Interim Distribution	33,047,000
Proposed 2026 Second Interim Distribution payable to Unitholders (other than SF Fengtai) (C)	57,213,000
Total Proposed 2026 Second Interim Distribution payable	90,260,000^{3 & 4}

Total cash payment obligations of SF REIT

	<i>HK\$</i>
Proposed Special Distribution payable to Unitholders (other than SF Fengtai) (A) – (B)	1,648,400,000
Proposed 2026 Second Interim Distribution payable to Unitholders (other than SF Fengtai) (C)	57,213,000
Related Costs (B)	10,620,000
Total cash payment obligations of SF REIT	1,716,233,000⁵

Notes:

1. Of the total amount of the Proposed Special Distribution payable by SF REIT, SF Fengtai is entitled to an aggregate sum of HK\$952,127,699, whereas an aggregate sum of HK\$1,648,400,000 is payable to other Unitholders.
2. Based on there being 820,355,741 outstanding issued Units as at the date of this joint announcement, the Proposed Special Distribution shall be HK\$3.17 for every Unit.
3. Of the total amount of the Proposed 2026 Second Interim Distribution payable by SF REIT, SF Fengtai is entitled to an aggregate sum of HK\$33,047,000, whereas an aggregate sum of HK\$57,213,000 is payable to other Unitholders.
4. Based on there being 820,355,741 outstanding issued Units as at the date of this joint announcement, the Proposed 2026 Second Interim Distribution shall be HK\$0.11 for every Unit.
5. The total cash payment obligation of SF REIT arising from the Proposals and the Proposed 2026 Second Interim Distribution is therefore expected to be HK\$1,716,233,000, comprising (i) HK\$1,648,400,000 Proposed Special Distribution payable to the Unitholders other than SF Fengtai; (ii) HK\$57,213,000 Proposed 2026 Second Interim Distribution payable to the Unitholders other than SF Fengtai; and (iii) the Related Costs in an estimated amount not exceeding HK\$10,620,000.

2.2 Comparisons of Value

Proposed Special Distribution

After Completion, the Unitholders (other than the Purchaser) will receive the Proposed Special Distribution of HK\$3.17 for every Unit as a result of the Proposed Disposal. The Proposed Special Distribution of HK\$3.17 for each Unit represents:

- a premium of approximately 23.3% over the last trading price of HK\$2.57 per Unit as quoted on the Stock Exchange on the Last Trading Date, after deducting the Proposed 2026 Second Interim Distribution per Unit of HK\$0.11;
- a premium of approximately 23.7% over the average closing price of approximately HK\$2.56 per Unit as quoted on the Stock Exchange for the 5 trading days up to and including the Last Trading Date, after deducting the Proposed 2026 Second Interim Distribution per Unit of HK\$0.11;
- a premium of approximately 27.0% over the average closing price of approximately HK\$2.50 per Unit as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Date, after deducting the Proposed 2026 Second Interim Distribution per Unit of HK\$0.11;
- a discount of approximately 15.4% to the audited consolidated net assets attributable to the Unitholders per Unit of approximately HK\$3.75 as at 31 December 2025 based on the total number of Units in issue as at the date of this joint announcement after deducting the final distribution per unit of HK\$0.1322 for the period from 1 July 2025 to 31 December 2025; and
- a discount of approximately 13.6% to the unaudited consolidated net assets attributable to the Unitholders per Unit of approximately HK\$3.67 as at 30 June 2026 based on the total number of Units in issue as at the date of this joint announcement after deducting the 2026 First Interim Distribution per Unit of HK\$0.1215 and the Proposed 2026 Second Interim Distribution per Unit of HK\$0.11.

The Proposed Special Distribution of HK\$2,600,527,699 represents:

- a discount of approximately 14.0% to the Distributions Adjusted NAV of the Disposed Group of approximately HK\$3,024,533,000 as at 30 June 2026; and
- a discount of approximately 19.1% to the Adjusted NAV of the Disposed Group of HK\$3,214,446,000 as at 30 June 2026.

Aggregate cash proceeds to be received after Completion (comprising the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution)

After Completion, the Unitholders (other than the Purchaser) will receive aggregate cash proceeds in the amount of HK\$3.28 per Unit, comprising the Proposed Special Distribution of HK\$3.17 per Unit (which is distributed purely as a result of the Proposed Disposal) and the Proposed 2026 Second Interim Distribution of HK\$0.11 per Unit (which is the second interim distribution to be paid to the Unitholders), which, in each case, will be paid to the Unitholders at the same time within seven Business Days after Completion.

WARNING: Unitholders and potential investors should be aware that the Proposals are subject to the Independent Unitholders' approval at the EGM by the Approval Threshold and other Conditions being fulfilled (or, where permitted, waived) and may or may not be completed or effected, as the case may be. Therefore, the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution may or may not be made. If the Proposals do not proceed, SF REIT will continue to comply with its annual distribution obligations under the REIT Code and the Trust Deed. Unitholders and/or potential investors should therefore exercise caution when dealing in Units. Persons who are in doubt as to the action they should take should consult their licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional adviser.

2.3 Highest and Lowest Prices

During the six-month period immediately preceding the Last Trading Date, the highest closing price and the lowest closing price of Units as quoted on the Stock Exchange were HK\$2.73 per Unit on 16 October 2026 and 20 October 2026, and HK\$2.47 per Unit on 26 June 2026 and 30 June 2026, respectively.

2.4 Overseas Unitholders

The payment of the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution to Unitholders (except for the Purchaser) not resident in Hong Kong may be subject to the laws of the relevant jurisdictions in which such Unitholders reside. Such Unitholders should take note of and observe any applicable legal, tax or regulatory requirements. If any overseas Unitholders are in doubt as to their positions, they should consult their own professional advisers.

3. PROPOSED TERMINATION, PROPOSED LIQUIDATION, PROPOSED DELISTING AND PROPOSED DEAUTHORISATION

3.1 Rationale for the Proposed Termination, the Proposed Liquidation and the Proposed Delisting

Given the Disposed Group comprises all of the operating businesses and assets of the Group, the Board is of the view that, following Completion, the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution, it is not anticipated that any assets will remain in SF REIT, save for the remaining cash required for the purpose of payment of the Related Costs in an estimated amount not exceeding HK\$10,620,000 and any previously declared but unclaimed distributions. Accordingly, SF REIT would have no remaining operating real estate assets to fulfil the criteria for operating as a REIT in accordance with the REIT Code, and therefore, SF REIT should be terminated and liquidated in accordance with the REIT Code, the Units should be delisted from trading on the Stock Exchange and SF REIT should be deauthorised in accordance with applicable regulatory requirements. As the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are natural results of the Proposed Disposal, the Board understands that the Proposed Disposal should be treated as part of the Proposed Termination, the Proposed Liquidation and the Proposed Delisting. The Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are subject to the Independent Unitholders' approval by the Approval Threshold at the EGM.

In compliance with the REIT Code and the Trust Deed, upon Independent Unitholders' approval of the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting, SF REIT shall cease to create, cancel or sell Units. Trading in the Units on the Stock Exchange will be permitted for a specified period following the EGM, following which the Board intends to apply for a suspension of trading of Units on the Stock Exchange until SF REIT is delisted. Details of the trading arrangement, including the last day of dealing in the Units and the latest time for lodging transfers of the Units to qualify for entitlement of the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution will be included in the Circular.

3.2 Effective date and conditions to the Proposed Termination

Subject to compliance with the REIT Code and the Trust Deed, the effective date of the Proposed Termination shall be the first Business Day following the satisfaction of all the following conditions:

- (a) the approval of the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting by the Independent Unitholders at the EGM;
- (b) Completion having taken place; and
- (c) the payment of the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution.

3.3 Details of the Proposed Liquidation

The Board proposes, following the Proposed Termination becoming effective, to liquidate SF REIT in accordance with the Trust Deed and the REIT Code.

In compliance with 11.8 to 11.10 of the REIT Code and the Trust Deed, following termination of SF REIT, the Trustee shall, as part of the process of liquidation of SF REIT, oversee the realisation of any remaining assets of SF REIT by the Manager and the Trustee shall ensure that the Manager shall repay any outstanding borrowings effected by or for the account of SF REIT (together with any interest thereon but remaining unpaid) and shall ensure the proper discharge of all other obligations and liabilities of SF REIT.

All the Unitholders whose names appear on the register of Unitholders on the record date (in respect of the final payment of proceeds (if any) derived from the Proposed Liquidation) will be entitled to participate on a pro rata basis in any proceeds derived from the Proposed Liquidation available for distribution to the Unitholders after any creditors and the costs of the winding up (including those arising from the realisation of any remaining assets of SF REIT referred to in the preceding paragraph) have been paid. Save for the remaining cash required for the purpose of payment of the Related Costs in an estimated amount not exceeding HK\$10,620,000 and any previously declared but unclaimed distributions, it is not anticipated that any assets will remain in SF REIT following Completion, the Proposed Special Distribution and the Proposed 2026 Second Interim Distribution. If the Related Costs exceed the estimated Related Costs of HK\$10,620,000, SF Fengtai has undertaken to SF REIT to bear the amount exceeding HK\$10,620,000. If the Related Costs are less than the estimate of HK\$10,620,000, the remaining amount of the Related Costs shall form part of the assets of SF REIT, and shall, in the course of the liquidation of SF REIT, be distributed to the Unitholders in the manner specified above. In accordance with Note 2 to 11.8 of the REIT Code, the Trustee shall ensure that the liquidation of SF REIT is completed within 12 months from the effective date of the Proposed Termination. Where the Trustee considers it is in the best interests of the Unitholders, the liquidation of SF REIT may be completed within such longer period (in total not to exceed 24 months) as the Trustee deems appropriate. Unitholders shall be informed by way of announcement in such event.

In compliance with 11.9 and 11.10 of the REIT Code, while SF REIT is being wound up, it shall continue to prepare its annual report(s) and semi-annual report(s) (where applicable), and on completion of the liquidation of SF REIT, the following shall be prepared:

- (a) the Manager's review and comments on the performance of SF REIT, and an explanation as to how the investment properties have been disposed of, the transaction prices and major terms of the Proposed Disposal;
- (b) a report from the Trustee that the Manager has managed and liquidated SF REIT in accordance with the REIT Code and the provisions of the Trust Deed (as applicable);
- (c) financial statements of SF REIT; and
- (d) an auditors' report.

Further, in compliance with 11.11 of the REIT Code, copies of the audited financial statements of SF REIT shall be distributed to Unitholders within three (3) months of the completion of the liquidation of SF REIT and a copy shall be filed with the SFC.

3.4 Conditions to the Proposed Delisting

Subject to the condition that the Proposed Termination and the Proposed Liquidation become effective, the Board will make an application to the Stock Exchange to withdraw the listing of the Units on the Stock Exchange for the purpose of the Proposed Delisting.

3.5 Property Valuation of SF REIT

For the purpose of complying with Rule 11 of the Takeovers Code and 11.4(e) of the REIT Code, the Property Valuation Report will be despatched as an appendix to the Circular to provide a valuation of the investment properties of SF REIT.

3.6 Alternatives available to Unitholders

If the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are not approved by the Independent Unitholders, the Board will reconsider other strategic investment options for SF REIT in accordance with its investment policy, objectives and strategy. There are currently no negotiations or agreements relating to another transaction, and there is no certainty that another transaction would be proposed or pursued by the Board.

4. IRREVOCABLE UNDERTAKINGS

On 17 September 2026, each of (a) China Orient (as the investment manager of China Orient Multi-Strategy Master Fund) and China Orient Multi-Strategy Master Fund, and (b) China Orient (as the investment manager of China Orient Enhanced Income Fund) and China Orient Enhanced Income Fund, gave an irrevocable undertaking in favour of SF Fengtai pursuant to which, they have undertaken, among other things, that the relevant fund:

- (a) shall exercise or procure the exercise of all voting rights attached to the IU Units to vote in favour of all resolutions relating to the Proposals to be proposed at any meeting of Unitholders (including the EGM);
- (b) shall not (i) sell, transfer, mortgage, charge, pledge, lend or grant any option over any IU Units or any interest in any IU Units, or otherwise dispose of or create any encumbrance over the same; or (ii) enter into any agreement in respect of the voting or other rights attached to any IU Units (including any swap agreement or other arrangement to transfer, in whole or in part, to another person the economic consequences or the incidents of ownership of any IU Units or any interest in any IU Units);
- (c) shall not (unless with the prior written consent of SF Fengtai) purchase, acquire, subscribe for, lend, accept a transfer from any other person of, any Units or any other securities of SF REIT or any interest therein, or otherwise deal in any Units or any other securities of SF REIT or any interest therein;

- (d) shall not accept or make any commitment (whether or not conditional) to accept or agree to any offer, scheme of arrangement, acquisition, merger or other business combination made or proposed to be made by any person other than SF Fengtai in respect of any Units, or take any action which would or might prejudice the successful implementation of the Proposals.

If the Proposals are withdrawn or lapse, the Irrevocable Undertakings will be terminated.

China Orient is the investment manager of each of China Orient Multi-Strategy Master Fund and China Orient Enhanced Income Fund. China Orient Multi-Strategy Master Fund and China Orient Enhanced Income Fund hold 166,351,000 Units in aggregate as at the date of this joint announcement, representing approximately 20.28% of the total issued Units.

As at the date of this joint announcement, save for the Irrevocable Undertakings, there is no relationship (financial, business or otherwise) in the past, present or contemplated between (i) the Purchaser Concert Parties on the one hand, and (ii) China Orient and its concert parties on the other hand, since the listing of the Units on the Stock Exchange.

5. FINANCIAL INFORMATION AND FINANCIAL IMPACT ON SF REIT IN RELATION TO THE PROPOSED DISPOSAL

5.1 Financial Information on the Disposed Group

Following Completion, SF REIT will cease to hold any interest in the Disposed Group which comprises all of the operating businesses and assets of the Group. A summary of the unaudited financial information of the Disposed Group for each of the three financial years ended 31 December 2023, 31 December 2024 and 31 December 2025, and the six months ended 30 June 2026 is set out below:

	Year ended 31 December			Six months ended
	2023	2024 ⁽¹⁾	2025 ⁽¹⁾	30 June 2026
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Total assets	7,692,243	6,981,971	6,411,273	6,446,680
Total liabilities	6,839,012	6,467,515	6,184,658	6,089,346
Net assets	853,231	514,456	226,615	357,334
Total receivables	22,546	15,129	10,925	9,401
Operating revenue	444,918	445,986	445,447	212,683
Operating profit/(loss)	388,055	(245,127)	(291,437)	168,581
Net cash flows from operating activities	245,867	249,303	257,870	98,660
Net profit/(loss) (before taxation and extraordinary items)	283,297	(355,216)	(374,200)	129,308
Net profit/(loss) (after taxation and extraordinary items)	229,519	(284,217)	(320,947)	103,540

Note:

- The reported operating losses and losses of the Disposed Group before and after taxation for the years ended 31 December 2024 and 2025 are primarily attributable to fair value losses on investment properties of HK\$614.4 million and HK\$610.3 million, respectively.

The Distributions Adjusted NAV of the Disposed Group as at 30 June 2026 and Adjusted NAV of the Disposed Group as at 30 June 2026 was HK\$3,024,533,000 and HK\$3,214,446,000, respectively.

8.7A and 10.10B of the REIT Code require all notifiable and connected party transactions to be regulated with reference to Chapters 14 and 14A of the Listing Rules. Pursuant to Rules 14.58(6) and 14.58(7) and 14A.68 of the Listing Rules, SF REIT is required to disclose the above financial information relating to the Disposed Group in this joint announcement.

Pursuant to Rule 10 of the Takeovers Code, the Unaudited Financial Information constitutes profit estimates and should be reported on by the Reports under Rule 10.4 of the Takeovers Code. Due to the practical difficulties in including the Reports in this joint announcement in terms of the additional time required for the preparation of the Reports by the reporting accountants and the financial adviser of SF REIT, the Unaudited Financial Information are included in this joint announcement without full compliance with the requirements of Rule 10 of the Takeovers Code.

The Circular will contain the unaudited consolidated financial information of the Disposed Group (including the Unaudited Financial Information), together with the review report, prepared in accordance with Rule 14.68(2) of the Listing Rules. In accordance with Rule 10.4 and Practice Note 2 of the Takeovers Code, the requisite Reports on the Unaudited Financial Information are also proposed to be contained in the Circular, which is expected to be the next document to be sent to Unitholders by SF REIT in accordance with the Takeovers Code.

Unitholders should note that there may be differences between the financial information relating to the Disposed Group as presented in this joint announcement and the financial information to be presented in the Circular.

SF REIT would like to draw to the attention of the Unitholders and potential investors that the above Unaudited Financial Information does not meet the standard required by Rule 10 of the Takeovers Code and is subject to review by the reporting accountants of SF REIT and therefore subject to change. Unitholders and potential investors should exercise caution in placing reliance on the above information in assessing the merits and demerits of the Proposals disclosed in this joint announcement and/or when dealing in the Units.

5.2 Financial Impact of the Proposed Disposal

The Manager estimates the Related Costs to be not exceeding HK\$10,620,000. Taking into account the Related Costs, the Consideration and the Adjusted NAV of the Disposed Group as at 30 June 2026, it is estimated that SF REIT may record an unaudited disposal loss of approximately HK\$613,918,301 on the Completion Date.

Further details on the financial information on the Disposed Group and the financial impact of the Proposed Disposal will be disclosed in the Circular.

6. INFORMATION ON SF REIT, SF FENGTAI, SFH AND THE DISPOSED GROUP

6.1 SF REIT

SF REIT is a Hong Kong collective investment scheme constituted as a unit trust authorized under section 104 of the SFO and was established under the Trust Deed between the Manager and the Trustee. The principal activity of SF REIT is investment holding, whilst the Target Company and its subsidiaries are principally engaged in property investments in Hong Kong, and in Foshan, Wuhu and Changsha of the PRC.

As at the date of this joint announcement, the Manager and the Trustee are SF REIT Asset Management Limited and DB Trustees (Hong Kong) Limited, respectively. The Manager is an indirect wholly-owned subsidiary of SFH.

Unitholding Structure of SF REIT

The table below sets out the unitholding structure of SF REIT as at the date of this joint announcement and immediately upon Completion (assuming there is no change in the number of Units and no other change in the unitholding of SF REIT before Completion).

	As at the date of this joint announcement		Upon Completion	
	Number of Units held	Approximate % of unitholding	Number of Units held	Approximate % of unitholding
<i>Purchaser and Purchaser Concert Parties</i>				
SF Fengtai ¹	300,355,741	36.61	300,355,741	36.61
Subtotal	300,355,741	36.61	300,355,741	36.61
<i>Independent Unitholders</i>				
China Orient Asset Management (International) Holding Limited ²	166,351,000	20.28	166,351,000	20.28
DWS Investments Australia Limited ³	2,377,000	0.29	2,377,000	0.29
DB AG (New York) ⁴	180,000	0.02	180,000	0.02
Other Independent Unitholders	351,092,000	42.80	351,092,000	42.80
Subtotal	520,000,000	63.39	520,000,000	63.39
Total	820,355,741	100.00	820,355,741	100.00

Notes:

1. As at the date of this joint announcement, SF Fengtai held 300,355,741 Units directly. SF Fengtai is a wholly-owned subsidiary of Sunny Sail. Sunny Sail is a direct wholly-owned subsidiary of SFHK. SFHK is a direct wholly-owned subsidiary of Shenzhen SF Taisen which itself is a direct wholly-owned subsidiary of SFH. SFH is a company listed on the Shenzhen Stock Exchange and the Stock Exchange and is owned as to 48.22% by Shenzhen Mingde Holding Development Co., Ltd.* (深圳明德控股發展有限公司), a company owned as to 99.9% by Mr. WANG Wei.
2. China Orient is the investment manager of China Orient Multi-Strategy Master Fund and China Orient Enhanced Income Fund. These Units include: (i) 127,040,000 Units held directly by China Orient Multi-Strategy Master Fund. China Orient Multi-Strategy Master Fund is 100% controlled by China Orient Multi-Strategy Fund and the latter itself is 100% controlled by China Orient International Fund Management Limited (“COIFM”). COIFM is 100% controlled by COAMIH. Accordingly, COAMIH, COIFM and China Orient Multi-Strategy Fund are all deemed to be interested in the same batch of 127,040,000 Units held directly by China Orient Multi-Strategy Master Fund; and (ii) 39,311,000 Units held directly by China Orient Enhanced Income Fund which is 100% controlled by COIFM. COIFM is 100% controlled by COAMIH. Accordingly, COAMIH and COIFM are both deemed to be interested in the same batch of 39,311,000 Units held directly by China Orient Enhanced Income Fund.
3. DWS Investments Australia Limited is an associate (as defined under the Listing Rules) of the Trustee.
4. DB AG (New York) is an associate (as defined under the Listing Rules) of the Trustee. As at 27 October 2026, DB AG (New York) held 180,000 Units.

6.2 SF Fengtai

SF Fengtai is a company incorporated in the British Virgin Islands with limited liability. SF Fengtai is an investment holding company and is a Substantial Holder of SF REIT. SF Fengtai is a wholly-owned subsidiary of Sunny Sail. Sunny Sail is a direct wholly-owned subsidiary of SFHK. SFHK is a direct wholly-owned subsidiary of Shenzhen SF Taisen which itself is a direct wholly-owned subsidiary of SFH.

Through its subsidiaries, SF Fengtai is principally engaged in express logistics service in the PRC and owns logistics assets in the Chinese Mainland and Hong Kong.

As at the date of this joint announcement, the board of directors of SF Fengtai comprises Mr. HO Chit and Ms. OOI Bee Ti.

6.3 SFH

SFH is a company listed on the Shenzhen Stock Exchange and the Stock Exchange. SFH is owned as to 48.22% by Shenzhen Mingde Holding Development Co., Ltd.* (深圳明德控股發展有限公司), a company owned as to 99.9% by Mr. WANG Wei.

SFH is the largest integrated logistics service provider in the PRC and Asia, and the fourth largest in the world. SFH offers logistics services spanning time-definite express services, economy express services, freight services, cold chain and pharmaceutical logistics services, intra-city on-demand delivery services, as well as supply chain and international services (including international express services, international cargo and freight forwarding services, and supply chain services).

6.4 The Disposed Group

The Target Company is a limited liability company incorporated in the British Virgin Islands and is direct wholly-owned by SF REIT. The Target Company is an investment holding company which, along with other members of the Disposed Group, is primarily engaged in property investments in Hong Kong and in Foshan, Wuhu and Changsha of the PRC. Other than the investment properties (as detailed below) and bank borrowings of approximately HK\$2,494,000,000 as at 30 June 2026 and certain intercompany balances, the Target Company has no other material assets and liabilities as at the date of this joint announcement.

The Disposed Group currently holds four properties in Tsing Yi, Hong Kong and Foshan, Wuhu and Changsha, PRC. All these four properties are modern logistics properties strategically located within key logistics hubs in Hong Kong and the Chinese Mainland.

7. IMPLICATIONS UNDER THE REIT CODE, THE TRUST DEED, THE LISTING RULES AND THE TAKEOVERS CODE

7.1 Application of Note 7 to Rule 2 of the Takeovers Code and commencement of the Offer Period

Pursuant to Note 7 to Rule 2 of the Takeovers Code, if a company proposes to dispose of its assets and there is a proposal to withdraw the company's listing on the Stock Exchange, the Executive would normally apply Rule 2.10 and other requirements of the Takeovers Code. Therefore, the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting would need to be approved by the Independent Unitholders with the Approval Threshold at the EGM.

Pursuant to the Takeovers Code, the Offer Period has commenced on the date of this joint announcement and will end on the date of the Completion or the date on which the Proposals are withdrawn or lapse (being the Longstop Date).

7.2 Application of the REIT Code, the Trust Deed and the Listing Rules

Clause 26 of the Trust Deed requires any connected party transaction to be carried out in accordance with the provisions of the REIT Code, the Listing Rules (to the extent appropriate and practicable) and any conditions (including any conditions of waivers or exemptions from the operation of the REIT Code granted by the SFC from time to time) imposed by the SFC from time to time.

Under 8.1 of the REIT Code, connected persons of SF REIT include, among others, a Substantial Holder and its associates under the Listing Rules. SF Fengtai holds 300,355,741 Units (representing approximately 36.61% of the total issued Units as at the date of this joint announcement) and is therefore a Substantial Holder of SF REIT. Accordingly, the Proposed Disposal constitutes a connected party transaction of SF REIT under 8.5 of the REIT Code. As such, the Proposed Disposal is subject to the reporting, announcement and independent Unitholders' approval requirements under 8.7A of the REIT Code. 8.7A of the REIT Code requires all connected party transactions to be regulated with reference to Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Proposed Disposal is more than 75%, the Proposed Disposal constitutes a very substantial disposal of SF REIT and accordingly, is subject to the reporting, announcement and Unitholders' approval requirements under 10.10B of the REIT Code and Chapter 14 of the Listing Rules as applicable to REITs.

Further, pursuant to 11.1 of the REIT Code and clause 29.1(b) of the Trust Deed, termination of SF REIT shall be subject to Unitholders' approval by special resolution at the EGM.

8.7F of the REIT Code requires that where a Unitholder has a material interest in the transaction tabled for approval and that interest is different from that of all other Unitholders, such Unitholder shall abstain from voting at the general meeting. Under paragraph 3.2 of schedule 1 to the Trust Deed, where a Unitholder has a material interest in the transaction tabled for approval at a meeting of Unitholders and that interest is different from the interests of other Unitholders, such Unitholder shall be prohibited from voting his/her/its Units at, or being counted in the quorum for, such meeting.

7.3 EGM and Approval Threshold

As the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are natural results of the Proposed Disposal, the Proposed Disposal should be treated as part of the Proposed Termination, the Proposed Liquidation and the Proposed Delisting. Therefore, in compliance with the REIT Code, the Listing Rules, the Takeovers Code and the Trust Deed, the Board proposes to submit the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting for the Independent Unitholders' approval at the EGM by way of a combined resolution and will apply the Approval Threshold to the combined resolution.

SF Fengtai, its associates (as defined under the Listing Rules) and the Purchaser Concert Parties will abstain from voting at the EGM in respect of the resolutions in relation to the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting.

7.4 Waiver from public auction requirement under the REIT Code

Note 1 of 11.8 of the REIT Code requires all real estate held by the scheme to be disposed of through public auction or any form of open tender. An application for a waiver from strict compliance with the aforementioned public auction requirements under Chapter 11 of the REIT Code has been made to the SFC on the following conditions:

- (a) the consideration for the Proposed Disposal shall have been determined at the time Independent Unitholders are asked to approve the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting;

- (b) the consideration for the Proposed Disposal, together with the basis upon which the consideration is determined, has been disclosed in this joint announcement and will be disclosed in the Circular; and
- (c) the Letter from the Independent Board Committee and the Letter from the Independent Financial Adviser will be included in the Circular.

8. REASONS FOR AND BENEFITS OF THE PROPOSALS

For SFH

SF REIT was listed on the Main Board of the Stock Exchange in 2021, as the first REIT in Hong Kong holding a portfolio of logistics assets primarily in Hong Kong and the Chinese Mainland.

SFH, as the sponsor and a Substantial Holder of SF REIT, originally envisaged that SF REIT would serve as a long-term capital recycling platform, through which SFH could progressively unlock value from the relatively asset-heavy logistics property portfolio and effectively monetise existing assets.

Amid the current challenging macroeconomic landscape, SF REIT's ability to raise capital for future investment and growth has been constrained, further compounded by the subdued trading liquidity of its Units.

From SFH's perspective, the Proposals enables SFH to better coordinate its logistics assets, achieve greater flexibility in asset portfolio optimization, eliminate ongoing redundant administrative and management costs, while representing a compelling opportunity to optimize capital allocation and deliver immediate and certain value to the Unitholders.

For SF REIT

Amid prevailing macroeconomic headwinds, the broader real estate sector has also undergone significant market adjustments in recent years, resulting in REITs listed on the Main Board of the Stock Exchange generally trading at substantial discounts to their respective net assets attributable to Unitholders. The Consideration should therefore be assessed not solely by reference to net asset value, but also in the context of prevailing market conditions and the performance and prospects of the Disposed Group. Having considered this and the other factors set out in this joint announcement, the Directors are of the view that the Consideration is fair and reasonable.

For the Unitholders

Opportunity to realise investment in cash at a premium over the historical trading prices:

The Proposals provide the Unitholders with an immediate opportunity to realize their investment in SF REIT at a reasonable premium over the historical closing prices of the Units. After Completion, the Unitholders (other than the Purchaser) will receive the Proposed Special Distribution of HK\$3.17 for every Unit as a result of the Proposed Disposal.

While the Proposed Special Distribution represents a discount of 13.6% to the unaudited consolidated net assets attributable to the Unitholders per Unit of approximately HK\$3.67 as at 30 June 2026 based on the total number of Units in issue as at the date of this joint announcement (after deducting the 2026 First Interim Distribution of HK\$0.1215 per Unit and the Proposed 2026 Second Interim Distributions of HK\$0.11 per Unit), the Proposed Special Distribution of HK\$3.17 per Unit represents a premium of approximately 23.3%, 23.7% and 27.0% respectively over SF REIT's average closing price (deducting Proposed 2026 Second Interim Distribution of HK\$0.11 per Unit) for the Last Trading Date, 5 and 30 trading days up to and including the Last Trading Date.

Certainty of value and an immediate exit for the entire holding:

The average daily trading volume of the Units for the 12 months up to and including the Last Trading Date was approximately 810,070 Units per day, representing only approximately 0.10% of the total issued Units as at the Last Trading Date. The low trading liquidity of the Units imposes difficulties for Unitholders to monetize their Units through executing on-market disposals (if at all possible) without affecting the prevailing Unit price.

The Proposals provide the Independent Unitholders with an opportunity to realise their entire holdings in one go, at a uniform price and in cash without incurring brokerage or other dealing costs and without the price slippage and execution risk associated with on-market disposals. This offers a level of certainty in value and timing that the Units have not been able to provide through the market.

9. DIRECTORS' AND TRUSTEE'S VIEWS

9.1 Opinion of the Board

As Mr. HO Chit and Ms. OOI Bee Ti are directors of SF Fengtai and Ms. GAN Ling was the joint company secretary of SFH, the holding company of SF Fengtai, from 27 November 2024 to 29 October 2026, they have abstained from voting on the Board resolutions in respect of the Proposals. Save as disclosed above, none of the other Directors is materially interested in the Proposals.

The Directors (other than members of the Independent Board Committee who will express their view after receiving advice from the Independent Financial Adviser, Mr. HO Chit, Ms. OOI Bee Ti and Ms. GAN Ling), having considered various factors, are of the view that (i) the Proposed Disposal is carried out at arm's length and on normal commercial terms; and (ii) the terms of the Proposed Disposal, the Proposed Termination, the Proposed Liquidation, the Proposed Delisting and the Proposed Special Distribution are fair and reasonable and in the best interests of SF REIT, the Independent Unitholders and the Unitholders as a whole.

9.2 Opinion of the Trustee

Based on and in sole reliance on the information and assurances provided by the Manager, and noting that advice from the Independent Financial Adviser on the Proposals shall be sought and disclosed in the Circular, the Trustee presently has no objection to the entering into of the transactions contemplated under the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting and is of the view that (save for the public auction requirement under Note 1 of 11.8 of the REIT Code as disclosed in this joint announcement and in respect of which an application for a waiver from strict compliance with the said requirement has been made to the SFC) the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are in compliance with the REIT Code and the Trust Deed. The Trustee will further consider the Proposals after reviewing the Independent Financial Adviser's views on the same, and having regard to such views, will re-confirm and/or supplement its foregoing view in the Circular. In compliance with 8.7D and Note 2 to 10.5 of the REIT Code, the Trustee will provide its view in the Circular as to whether: (i) the Trustee has any objection to the entering into of the transactions contemplated under the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting; (ii) the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting are in compliance with the REIT Code and the Trust Deed; and (iii) the Proposed Disposal is on normal commercial terms, fair and reasonable and in the interests of the Unitholders as a whole.

The Trustee's view is being furnished for the sole purpose of complying with 8.7D and 10.5 of the REIT Code, and is not to be taken as a representation by the Trustee of the merits of the Proposed Disposal, the Proposed Termination, the Proposed Liquidation or the Proposed Delisting or of any statements or information made or disclosed in this joint announcement. The Trustee has not made any assessment of the merits or impact of the Proposed Disposal, the Proposed Termination, the Proposed Liquidation or the Proposed Delisting, other than for the purposes of fulfilling its fiduciary duties set out in the Trust Deed and the REIT Code.

10. INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 14A.41 of the Listing Rules and Rule 2.8 of the Takeovers Code, the Independent Board Committee (comprising Mr. HO Lap Kee, Mr. CHAN Ming Tak, Ricky, Mr. KWOK Tun Ho, Chester and Mr. Michael Tjahja SUSANTO, being the independent non-executive Directors) has been formed (a) to advise the Independent Unitholders (i) as to whether the Proposals (including the terms of the Proposed Disposal) are fair and reasonable; (ii) as to whether the Proposals are on normal commercial terms or better, in the ordinary and usual course of business of SF REIT and are in the interests of SF REIT, the Independent Unitholders and the Unitholders as a whole; and (b) to make recommendations to the Independent Unitholders as to voting on the Proposals at the EGM.

Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee should comprise all non-executive Directors who have no direct or indirect interest in the Proposals. As Mr. HO Chit (being the Chairman and a non-executive Director, and a director of SF Fengtai) and Ms. OOI Bee Ti (being a non-executive Director and a director of SF Fengtai) are presumed to be acting in concert with the Purchaser and Ms. GAN Ling (being a non-executive Director) was joint company secretary of SFH, the holding company of SF Fengtai, from 27 November 2024 to 29 October 2026, they are regarded as being interested in the Proposals for the purpose of Rule 2.8 of the Takeovers Code and are hence not members of the Independent Board Committee.

The recommendations of the Independent Board Committee (as to whether the Proposals (including the terms of the Proposed Disposal) are fair and reasonable and whether the Proposals are on normal commercial terms or better, in the ordinary and usual course of business and in the interests of SF REIT, the Independent Unitholders and the Unitholders as a whole and to make recommendations to the Independent Unitholders as to voting at the EGM) will be set out in the Circular.

The Manager has appointed Altus Capital as the Independent Financial Adviser to advise the Independent Board Committee, the Independent Unitholders and the Trustee in respect of the Proposals. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

11. PAYMENT OF MANAGER'S FEE TO THE MANAGER

In accordance with the terms of the Trust Deed, the Manager is entitled to: (a) a Divestment Fee payable upon Completion; and (b) an ongoing Base Fee payable on a semi-annual basis and Variable Fee payable on an annual basis.

The Manager has agreed to waive (a) the Divestment Fee in respect of the Proposed Disposal; and (b) if Completion takes place by 31 March 2027, the Base Fee and Variable Fee for the year ending 31 December 2027. On the other hand, if the Proposals are withdrawn or lapse, the Base Fee and Variable Fee for the year ending 31 December 2027 will remain payable to the Manager in accordance with the terms of the Trust Deed. For the avoidance of doubt, the Manager will continue to be entitled to the Base Fee and Variable Fee for the year ending 31 December 2026, which will be paid in cash in accordance with the most recent valid election made by the Manager to the Trustee and disclosed in the announcement of SF REIT dated 13 January 2025.

12. CIRCULAR

The Circular containing, among other things: (1) a letter from the Board to the Unitholders containing details of the Proposals and other related matters (including, but not limited to, a timetable listing the relevant dates of the Proposals); (2) the opinion of the Independent Financial Adviser with respect to the Proposals; (3) the opinion of the Independent Board Committee with respect to the Proposals; (4) the Property Valuation Report; (5) the Reports; (6) the unaudited pro forma financial information of SF REIT; (7) the review report of the 9M2026 Unaudited Income; and (8) the Notice of EGM, is expected to be despatched to the Unitholders on a date which is more than 15 Business Days after the publication of this joint announcement as required under 11.4 of the REIT Code and more than 21 days after the date of this joint announcement as required under Rule 8.2 of the Takeovers Code, as additional time is needed for the preparation of certain information to be included in the Circular. SF REIT will apply to the SFC and the Executive for consent to extend the time for the despatch of the Circular and further announcement(s) will be made in compliance with the requirements of the REIT Code and the Takeovers Code.

13. UNITHOLDING STRUCTURE OF SF REIT AND ARRANGEMENTS MATERIAL TO THE PROPOSALS

As at the date of this joint announcement, SF REIT has 820,355,741 Units in issue and SF REIT has no other options, warrants, derivatives or securities convertible into the Units or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

SF Fengtai confirms that as at the date of this joint announcement:

- (a) SF Fengtai beneficially owns, controls or has direction over 300,355,741 Units, representing approximately 36.61% of the issued Units;
- (b) save for a total of 300,355,741 Units (representing approximately 36.61% of the total number of issued Units) held by SF Fengtai, SF Fengtai and the Purchaser Concert Parties do not hold, own, control or direct any Units, options, derivatives, warrants or other securities convertible into Units;
- (c) SF Fengtai and the Purchaser Concert Parties have not entered into any arrangements or contracts in relation to any derivatives in respect of the securities in SF REIT;
- (d) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in SF REIT which SF Fengtai or any Purchaser Concert Party has borrowed or lent;
- (e) other than the Consideration, SF Fengtai and the Purchaser Concert Parties have not paid or will not pay any other consideration, compensations or benefits in whatever form to the Independent Unitholders in relation to the Proposed Disposal; and
- (f) save for the Proposals, the Agreement and the Irrevocable Undertakings, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Unitholder; and (2) SF Fengtai and the Purchaser Concert Parties.

As at the date of this joint announcement:

- (a) save for the Proposals, there are no arrangements (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of SF Fengtai or the Units which might be material to the Proposed Disposal;
- (b) there is no agreement or arrangement to which SF Fengtai or any Purchaser Concert Party is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Proposed Disposal; and
- (c) save for the Irrevocable Undertakings, SF Fengtai and the Purchaser Concert Parties have not received any irrevocable commitment to vote in favour of the Proposed Disposal.

As at the date of this joint announcement, save for the Proposals, the Agreement and the Irrevocable Undertakings, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Unitholder; and (ii) SF REIT, its subsidiaries or associated companies (as defined under the Takeovers Code).

14. DISCLOSURE OF DEALINGS

SF Fengtai and the Purchaser Concert Parties have not dealt for value in any Units or any options, warrants, derivatives or securities convertible into the Units or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of SF REIT during the period beginning six months prior to and including the date of this joint announcement.

DBSAC is the financial adviser to SF Fengtai in connection with the Proposals. Accordingly, DBSAC and the relevant member of the DBS Group (except in respect of Units held by exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Takeovers Code and also excluding Units held on behalf of non-discretionary clients of the DBS Group) are presumed to be acting in concert with SF Fengtai in accordance with class 5 of the definition of “acting in concert” in the Takeovers Code.

Details of holdings, borrowings or lendings of, and dealings in, Units (or options, rights over Units, warrants or derivatives in respect of them or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of SF REIT) by other parts of the DBS Group will be obtained as soon as possible after the date of this joint announcement in accordance with Note 1 to Rule 3.5 of the Takeovers Code. A further announcement will be made jointly by SF Fengtai and SF REIT if the holdings, borrowings, lendings, or dealings of the other parts of the DBS Group are significant and, in any event, such information will be disclosed in the Circular. The statements in this joint announcement as to the holdings, borrowings or lendings of, or their dealings in, Units (or options, rights over Units, warrants or derivatives in respect of them or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of SF REIT) by persons acting in concert with SF Fengtai are subject to the holdings, borrowings, lendings, or dealings (if any) of such members of the DBS Group.

Any dealings in Units and relevant securities of SF REIT during the six months prior to the date of this joint announcement and up to the latest practicable date for purposes of the Circular by the DBS Group will be disclosed in the Circular and (where applicable) pursuant to Rule 22 of the Takeovers Code.

Exempt principal traders which are connected for the sole reason that they are under the same control as DBSAC are not presumed to be acting in concert with SF Fengtai. However, Units held by members of the DBS Group acting in the capacity of exempt principal traders shall not be voted at the EGM in accordance with the requirements of Rule 35.4 of the Takeovers Code unless the Executive allows such Units to be so voted. Units held by such exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the EGM if (a) the relevant connected exempt principal trader holds the Units as a simple custodian for and on behalf of non-discretionary clients, and (b) there are contractual arrangements in place between the relevant connected exempt principal trader and its clients that strictly prohibit the relevant connected exempt principal trader from exercising any voting discretion over the relevant Units, and all voting instructions shall originate from the client only (if no instructions are given, then no votes shall be cast for the relevant Units held by the relevant connected exempt principal trader). For this purpose, where applicable, a written confirmation of the matters set out in points (a) and (b) above and whether the relevant underlying clients are entitled to vote in the context of the Proposals will be submitted to the Executive.

In accordance with Rule 3.8 of the Takeovers Code, respective associates (as defined under the Takeovers Code) of SF Fengtai and SF REIT (including persons who own or control 5% or more of any class of relevant securities issued by SF REIT or SF Fengtai) are hereby reminded to disclose their dealings in the relevant securities of SF REIT pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING

Unitholders and potential investors should be aware that the Proposals are subject to the Independent Unitholders' approval at the EGM by the Approval Threshold and other Conditions being fulfilled (or, where permitted, waived) and may or may not be completed or effected, as the case may be. Unitholders and potential investors are advised to exercise caution when dealing in the Units. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional advisers.

15. DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following terms shall have the same meanings as set out below:

“2026 Annual Distribution”	means any further distribution (if any) to be declared and paid by SF REIT to its Unitholders to the extent required to comply with the requirement under 7.12 of the REIT Code;
“2026 First Interim Distribution”	means the interim distribution by SF REIT of HK\$0.1215 per Unit for the six months ended 30 June 2026, which has been paid by SF REIT to its Unitholders;
“2026 Interim Distributions”	means the aggregate amount of (i) the 2026 First Interim Distribution of HK\$0.1215 per Unit; and (ii) the Proposed 2026 Second Interim Distribution of HK\$0.11 per Unit which is to be paid by SF REIT to its Unitholders, each calculated on a per Unit basis and multiplied by the total number of Units then in issue;
“9M2026 Unaudited Income”	means the consolidated net profits of SF REIT (after provision of tax) for the nine months period ended 30 September 2026 of approximately HK\$137.0 million, based on the unaudited management accounts of SF REIT as at 30 September 2026;
“acting in concert”	has the meaning given to it in the Takeovers Code, and “persons acting in concert” and “concert parties” will be construed accordingly;
“Adjusted NAV of the Disposed Group”	means the adjusted unaudited net asset value of the Disposed Group, after excluding the net Intercompany Balance, the corresponding receivable of which will be transferred to the Purchaser upon Completion;
“Agreement”	means the sale and purchase agreement dated 29 October 2026 and entered into by the Trustee, the Purchaser and the Manager in relation to the disposal of the Sale Share and the Intercompany Balance;

“Approval Threshold”	means the approval (by way of poll) by the Independent Unitholders representing at least 75% of the votes attaching to the Units held by the Independent Unitholders voting either in person or by proxy at the EGM, with the number of votes cast against being not more than 10% of the votes attaching to the Units held by all Independent Unitholders in respect of the resolution relating to the Proposals;
“Asia Logistics Hub – SF Centre”	means Asia Logistics Hub – SF Centre, the property owned by SF REIT in Tsing Yi, Hong Kong located at No. 36 Tsing Yi Hong Wan Road (Tsing Yi Town Lot No. 180), Tsing Yi, New Territories, Hong Kong;
“Base Fee”	means a base fee payable to the Manager on a semi-annual basis under the Trust Deed of 10% per annum of the value of the distributable income of SF REIT;
“Board”	means the board of Directors;
“Business Day”	means a day on which the Stock Exchange is open for transaction of business;
“Cash Consideration”	means the remaining balance of the Consideration in the amount of HK\$1,659,020,000 to be paid by the Purchaser to the Seller at Completion in cash;
“Changsha Fengtai Industrial Park”	means Changsha Fengtai Industrial Park* (長沙豐泰產業園), the property owned by SF REIT in Changsha, Chinese Mainland located at No. 102 Hexin Road, Huangxin Town, Changsha, Hunan Province, PRC;
“Changsha Jietai”	means Changsha Jietai E-Commerce Industrial Park Asset Management Co., Ltd.* (長沙捷泰電商產業園管理有限公司), a company established in the PRC and an indirect wholly-owned subsidiary of SF REIT;
“China Orient”	means China Orient International Asset Management Limited, the investment manager of China Orient Multi-Strategy Master Fund and China Orient Enhanced Income Fund;
“Chinese Mainland”	means the PRC, and solely for the purpose of this joint announcement, excluding Taiwan, the Macao Special Administrative Region and Hong Kong;
“Circular”	means the circular to be jointly issued by SF Fengtai and SF REIT to the Unitholders in connection with the Proposals and other matters described in this joint announcement;

“COAMIH”	means China Orient Asset Management (International) Holding Limited, a limited liability company incorporated in Hong Kong;
“Completion”	means the completion of the Proposed Disposal in accordance with the Agreement;
“Completion Date”	means the date on which Completion takes place, being the date falling five Business Days after the date on which all the Conditions are satisfied or, where permitted, waived by the Purchaser or the Seller and the Manager (as the case may be), or such other date as the Purchaser, the Seller and the Manager may agree, but in any event no later than 10 Business Days after the date on which all the Conditions are satisfied or, where permitted, waived by the Purchaser or the Seller and the Manager (as the case may be);
“Conditions”	means the conditions precedent to Completion under the Agreement, as described in the section headed “1.1.3 Conditions Precedent” of this joint announcement;
“connected person(s)”	has the meaning ascribed to it in the REIT Code;
“Consideration”	means the consideration for the Proposed Disposal in the amount of HK\$2,611,147,699;
“DBS Group”	means DBS Group Holdings Limited and its subsidiaries from time to time, including but not limited to DBSAC;
“DBSAC”	means DBS Asia Capital Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, the financial adviser to SF Fengtai in connection with the Proposals;
“Directors”	means the directors of the Manager and each a “Director”;
“Disposed Group”	means, collectively, the Target Company and its subsidiaries;
“Distributions Adjusted NAV of the Disposed Group”	means the Adjusted NAV of the Disposed Group, after deducting the 2026 First Interim Distribution of HK\$99,653,000 and the Proposed 2026 Second Interim Distribution of HK\$90,260,000;
“Divestment Fee”	means the divestment fee not exceeding 0.5% of the sale price of any real estate in the form of land sold (directly or indirectly) by the SF REIT (pro-rated if applicable to the proportion of SF REIT’s interest in the real estate sold) and may be paid to the Manager in the form of cash or, at the election of the Manager at such time, entirely or partly in the form of Units;

“EGM”	means the extraordinary general meeting of SF REIT to be conducted for the Unitholders’ approval of the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting, further details of which will be disclosed in the Circular;
“Executive”	means the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director;
“Foshan Guicheng Fengtai Industrial Park”	means Foshan Guicheng Fengtai Industrial Park* (佛山桂城豐泰產業園), the property owned by SF REIT in Foshan, Chinese Mainland located at the northern side of Guanli Road and the western side of Guihe Road, Nanhai District, Foshan, Guangdong Province, PRC;
“Foshan Runzhong”	means Foshan Runzhong Industrial Investment Co., Ltd.* (佛山市潤眾工業投資有限公司), a company established in the PRC and an indirect wholly-owned subsidiary of SF REIT;
“Goodear”	means Goodear Development Limited, a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of SF REIT;
“Group” or “Group Companies”	means SF REIT and its subsidiaries;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	means an independent board committee of the Directors comprising Mr. HO Lap Kee, Mr. CHAN Ming Tak, Ricky, Mr. KWOK Tun Ho, Chester and Mr. Michael Tjahja SUSANTO, all being the independent non-executive Directors;
“Independent Financial Adviser” or “Altus Capital”	means Altus Capital Limited, a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined in the SFO, which has been appointed as the independent financial adviser to advise the Independent Board Committee, the Independent Unitholders and the Trustee on the Proposals;
“Independent Unitholders”	means Unitholders other than SF Fengtai and the Purchaser Concert Parties;
“Intercompany Balance”	means the outstanding amount of the intercompany receivable owed by the Target Company to SF REIT, being HK\$2,857,112,000 as at 30 June 2026;

“Irrevocable Undertakings”	means, collectively, (i) the irrevocable undertaking dated 17 September 2026 given by China Orient (as an investment manager of China Orient Multi-Strategy Master Fund) and China Orient Multi-Strategy Master Fund, and (ii) the irrevocable undertaking dated 17 September 2026 given by China Orient (as an investment manager of China Orient Enhanced Income Fund) and China Orient Enhanced Income Fund, both in favour of SF Fengtai in respect of the IU Units as described in the section headed “4. Irrevocable Undertakings” of this joint announcement;
“IU Units”	means the 166,351,000 Units, in aggregate, owned by China Orient Multi-Strategy Master Fund and China Orient Enhanced Income Fund as at the date of the Irrevocable Undertakings and any other Units in which they come to have interests after the date of the Irrevocable Undertakings;
“Last Trading Date”	means 29 October 2026, being the last day on which the Units were traded on the Stock Exchange prior to the publication of this joint announcement;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Longstop Date”	means 31 March 2027 or such other date as the Purchaser, the Seller and the Manager may agree, to the extent applicable, as permitted by the Executive;
“Manager”	means SF REIT Asset Management Limited, as manager of SF REIT;
“Notice of EGM”	means the notice to be despatched with the Circular in respect of the EGM to consider and, if thought fit, approve the Proposed Disposal, the Proposed Termination, the Proposed Liquidation and the Proposed Delisting;
“Offer Period”	has the meaning ascribed to it under the Takeovers Code, being the period commencing from the date of this joint announcement and ending on the Completion Date or the date on which the Proposals lapse;
“PRC”	means the People’s Republic of China;
“Property Valuation Report”	means the property valuation report prepared by an independent valuer to be included as an appendix to the Circular;
“Proposals”	means, collectively, the proposals in relation to the Proposed Disposal, the Proposed Termination, the Proposed Liquidation, the Proposed Delisting and the Proposed Special Distribution;

“Proposed 2026 Second Interim Distribution”	means the proposed interim distribution by SF REIT of HK\$0.11 per Unit for the three months ended 30 September 2026, to be paid to the Unitholders in cash, of which HK\$0.06 per Unit will be an ordinary interim distribution and HK\$0.05 per Unit will be capital in nature;
“Proposed Deauthorisation”	means the proposed deauthorisation of SF REIT as and when appropriate in accordance with applicable regulatory requirements;
“Proposed Delisting”	means the proposed delisting of the Units from trading on the Stock Exchange;
“Proposed Disposal”	means the proposed disposal of the Sale Share and the Intercompany Balance by the Seller to the Purchaser pursuant to the Agreement;
“Proposed Liquidation”	means the proposed liquidation of SF REIT, as disclosed in the sub-section headed “3.3 Details of the Proposed Liquidation” of this joint announcement;
“Proposed Special Distribution”	means the proposed special distribution by SF REIT to the Unitholders of HK\$3.17 per Unit, comprising the Consideration less the Related Costs, further details of which are disclosed in the section headed “2. Proposed Special Distribution and Proposed 2026 Second Interim Distribution” of this joint announcement;
“Proposed Termination”	means the proposed termination of SF REIT in accordance with the REIT Code;
“Purchaser Concert Party(ies)”	means party(ies) acting in concert or presumed to be acting in concert with SF Fengtai (including the Manager);
“REIT”	means a real estate investment trust;
“REIT Code”	means the Code on Real Estate Investment Trusts published by the SFC as amended, supplemented or otherwise modified for the time being;
“Related Costs”	means the estimated costs or taxes (if any) incurred or to be incurred by or for and on behalf of SF REIT in connection with the Proposals and day-to-day operations of SF REIT, which are estimated to be not exceeding HK\$10,620,000;
“Reports”	means the reports to be prepared by the reporting accountants and the financial adviser of SF REIT on the Unaudited Financial Information pursuant to Rule 10 of the Takeovers Code, which are proposed to be contained in the Circular;

“Sale Share”	means one ordinary share in the Target Company, comprising all issued share of the Target Company;
“Seller”	means the Trustee, in its capacity as the seller of the Sale Share and the Intercompany Balance;
“SF Fengtai” or “Purchaser”	means SF Fengtai Industrial Park Holdings Limited (順豐豐泰產業園控股有限公司), a company incorporated in the British Virgin Islands and a Substantial Holder of SF REIT;
“SF REIT”	means SF Real Estate Investment Trust, a Hong Kong collective investment scheme constituted as a unit trust authorized under section 104 of the SFO and subject to applicable conditions from time to time, the units of which are listed on the Stock Exchange (stock code: 2191);
“SFC”	means the Securities and Futures Commission of Hong Kong;
“SFH”	means S.F. Holding Co., Ltd. (順豐控股股份有限公司), a company established in the PRC, and whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002352) and the Stock Exchange (Stock Code: 6936);
“SFH Employee Shareholding Scheme”	means the “Grow Together” Employee Shareholding Scheme in respect of the A shares of SFH which has been approved by the shareholders of SFH on 15 September 2025;
“SFHK”	means SF Holding (HK) Limited (formerly known as SF Holding Limited), a company incorporated in Hong Kong and a wholly-owned subsidiary of SFH;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Shenzhen SF Taisen”	means Shenzhen S.F. Taisen Holding (Group) Co., Ltd* (深圳順豐泰森控股(集團)有限公司), a company established in the PRC and a wholly-owned subsidiary of SFH;
“Shortfall”	means the difference between (i) the amount of the 2026 Annual Distribution (less the entitlement of the Purchaser in respect of its unitholding of SF REIT as at the relevant record date) and (ii) the amount of cash available to SF REIT for the payment of the 2026 Annual Distribution (less the entitlement of the Purchaser in respect of its unitholding of SF REIT as at the relevant record date);
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;

“Substantial Holder(s)”	pursuant to 8.1 of the REIT Code, means a Unitholder(s) who/ which is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of SF REIT or any of its subsidiaries;
“Sunny Sail”	means Sunny Sail Holding Limited, a company incorporated in the Cayman Islands and a wholly-owned subsidiary of SFH;
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers;
“Target Company”	means SF Logistics Holdings Limited, a company incorporated in the British Virgin Islands and is a direct wholly-owned subsidiary of SF REIT;
“Trust Deed”	means the trust deed dated 29 April 2021 entered into between the Trustee and the Manager constituting SF REIT and as amended by the first amending and restating deed dated 22 August 2024, as may be further amended and supplemented from time to time;
“Trustee”	means DB Trustees (Hong Kong) Limited, in its capacity as trustee of SF REIT;
“Unaudited Financial Information”	means (i) the unaudited financial information relating to the net profits or losses of the Disposed Group for the years ended 31 December 2023, 2024 and 2025 and the six months ended 30 June 2026, details of which are disclosed in the section headed “5. Financial Information And Financial Impact On SF REIT In Relation To The Proposed Disposal” and (ii) the 9M2026 Unaudited Income;
“Unit(s)”	means unit(s) of SF REIT;
“Unitholder(s)”	means any person(s) registered as holding a Unit including persons so registered as joint holders;
“Variable Fee”	means the variable fee payable to the Manager on an annual basis under the Trust Deed, being 25% per annum of the difference in distribution per Unit in a financial year compared to the preceding financial year, multiplied by the weighted average number of Units in issue for such financial year;
“Wuhu Fengtai”	means Wuhu Fengtai E-Commerce Industrial Park Asset Management Co., Ltd.* (蕪湖市豐泰電商產業園管理有限公司), a company established in the PRC and an indirect wholly-owned subsidiary of SF REIT;

“Wuhu Fengtai Industrial Park”

means Wuhu Fengtai Industrial Park* (蕪湖豐泰產業園), the property owned by SF REIT in Wuhu, Chinese Mainland located at No. 61 Longteng Road, Jiujiang District, Wuhu, Anhui Province, PRC; and

“%”

means per centum or percentage.

By order of the Board
SF REIT Asset Management Limited
(as manager of SF Real Estate Investment Trust)
HO Chit
Chairman of the Board

Hong Kong, 29 October 2026

As at the date of this joint announcement, the Board comprises Mr. HO Chit as Chairman and Non-executive Director; Mr. LAM Chung Chi, Alan as Executive Director and Chief Executive Officer; Ms. OOI Bee Ti and Ms. GAN Ling as Non-executive Directors; and Mr. HO Lap Kee, MH, JP, Mr. CHAN Ming Tak, Ricky, Mr. KWOK Tun Ho, Chester and Mr. Michael Tjahja SUSANTO as Independent Non-executive Directors.

As at the date of this joint announcement, the directors of SF Fengtai are Mr. HO Chit and Ms. OOI Bee Ti.

As at the date of this joint announcement, the board of directors of SFH comprises Mr. Wang Wei as chairman and executive director, Mr. Ho Chit and Mr. Xu Bensong as executive directors; and Mr. Chan Charles Sheung Wai, Mr. Lee Carmelo Ka Sze and Dr. Ding Yi as independent non-executive directors.

The Manager and the Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to SF Fengtai and parties acting in concert with it (except the Manager itself)) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of SF Fengtai and SFH) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The directors of SF Fengtai jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to SF REIT), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The directors of SFH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to SF REIT), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.

** for identification purposes only*