

**THIS IS A SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH  
THE PROSPECTUS DATED 10 JUNE 2021 (“PRINCIPAL PROSPECTUS”)**



**IGB COMMERCIAL REAL ESTATE INVESTMENT TRUST (“IGB COMMERCIAL REIT”)**

(A REAL ESTATE INVESTMENT TRUST CONSTITUTED IN MALAYSIA UNDER THE DEED DATED 31 MARCH 2021 AND REGISTERED WITH THE SECURITIES COMMISSION MALAYSIA (“SC”) ON 31 MARCH 2021, ENTERED INTO BETWEEN IGB REIT MANAGEMENT SDN BHD (REGISTRATION NUMBER: 201201006785 (908168-A)) (“MANAGER”) AND MTRUSTEE BERHAD (REGISTRATION NUMBER: 198701004362 (163032-V)) (“TRUSTEE”), BOTH COMPANIES INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT 2016)

- (I) RESTRICTED OFFERING OF UP TO 945,000,132 UNITS IN IGB COMMERCIAL REIT (“UNITS”) COMPRISING:
- (A) RESTRICTED OFFER FOR SALE OF UP TO 378,000,053 UNITS (“ROFS UNITS”) ON A NON-RENOUNCEABLE BASIS TO ENTITLED SHAREHOLDERS OF IGB BERHAD (“IGB”) (“ENTITLED SHAREHOLDERS”) ON THE BASIS OF TWO (2) ROFS UNITS FOR EVERY FIVE (5) ORDINARY SHARES IN IGB HELD ON THE ENTITLEMENT DATE AT THE PRICE OF RM1.00 PER ROFS UNIT (“ROFS PRICE”); AND
  - (B) DISTRIBUTION-IN-SPECIE OF UP TO 567,000,079 UNITS (“DIS UNITS”) TO BE DISTRIBUTED ONLY TO ENTITLED SHAREHOLDERS WHO HAVE SUBSCRIBED FOR THEIR ENTITLEMENTS TO THE ROFS UNITS ON THE BASIS OF THREE (3) DIS UNITS FOR EVERY TWO (2) ROFS UNITS SUBSCRIBED; AND
- (II) INSTITUTIONAL OFFERING OF AT LEAST 130,000,000 UNITS COMPRISING:
- (A) OFFER FOR SALE OF 130,000,000 UNITS BY CERTAIN SHAREHOLDERS OF IGB WHOM HAVE UNDERTAKEN TO OFFER FOR SALE (“SELLING SHAREHOLDERS”); AND
  - (B) OFFER FOR SALE OF ALL UNSUBSCRIBED ROFS UNITS TOGETHER WITH THE CORRESPONDING DIS UNITS, TO INSTITUTIONAL INVESTORS AND SELECTED INVESTORS AT THE INSTITUTIONAL PRICE BEING THE PRICE PER OFFER UNIT TO BE PAID BY THE INVESTORS WHICH WILL BE DETERMINED BY WAY OF BOOKBUILDING (“INSTITUTIONAL PRICE”);

IN CONNECTION WITH THE LISTING OF AND QUOTATION FOR 2,307,300,000 UNITS ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”).

THE ROFS PRICE IS PAYABLE IN FULL UPON APPLICATION.

**Manager**

**IGB REIT MANAGEMENT SDN BHD**  
(REGISTRATION NUMBER: 201201006785 (908168-A))

**Trustee**

**MTRUSTEE BERHAD**  
SINCE 1987  
(REGISTRATION NUMBER: 198701004362 (163032-V))

**Principal Adviser**



Hong Leong Investment Bank Berhad  
(Registration No. 197001009928 (110209-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)  
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

**Joint Bookrunners (in alphabetical order)**



Hong Leong Investment Bank Berhad  
(Registration No. 197001009928 (110209-W))

(A Participating Organisation of Bursa Malaysia Securities Berhad)  
(A Trading Participant of Bursa Malaysia Derivatives Berhad)



**Maybank Investment Bank Berhad**  
(Registration No. 197301002412 (15938-H))  
(A Participating Organisation of Bursa Malaysia Securities Berhad)



**RHB Investment Bank Berhad**  
(Registration No. 197401002639) (19663-P)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

NO UNITS WILL BE ALLOTTED OR ISSUED BASED ON THE PRINCIPAL PROSPECTUS AND THIS SUPPLEMENTARY PROSPECTUS AFTER 12 MONTHS FROM THE DATE OF THE PRINCIPAL PROSPECTUS.

THE SC HAS APPROVED THE VARIATION TO THE NUMBER OF UNITS TO BE OFFERED FOR SALE BY THE SELLING SHAREHOLDERS UNDER THE INSTITUTIONAL OFFERING FROM 282,000,000 UNITS TO 130,000,000 UNITS. A COPY OF THIS SUPPLEMENTARY PROSPECTUS HAS BEEN REGISTERED AND LODGED WITH THE SC.

THE REGISTRATION OF THIS SUPPLEMENTARY PROSPECTUS, SHOULD NOT BE TAKEN TO INDICATE THAT THE SC RECOMMENDS IGB COMMERCIAL REIT OR ASSUMES RESPONSIBILITY FOR THE CORRECTNESS OF ANY STATEMENT MADE, OPINION EXPRESSED OR REPORT CONTAINED IN THIS SUPPLEMENTARY PROSPECTUS. THE SC HAS NOT, IN ANY WAY, CONSIDERED THE MERITS OF THE UNITS BEING OFFERED FOR INVESTMENT.

THE SC IS NOT LIABLE FOR ANY NON-DISCLOSURE ON THE PART OF THE MANAGER RESPONSIBLE FOR IGB COMMERCIAL REIT AND TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THIS SUPPLEMENTARY PROSPECTUS, MAKES NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY FOR ANY LOSS YOU MAY SUFFER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS SUPPLEMENTARY PROSPECTUS.

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THE PRINCIPAL PROSPECTUS AND THIS SUPPLEMENTARY PROSPECTUS. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.**

**FOR INFORMATION CONCERNING RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE SECTION 5 “RISK FACTORS” COMMENCING ON PAGE 186 OF THE PRINCIPAL PROSPECTUS.**

**This Supplementary Prospectus is dated 28 July 2021 and will expire on 9 June 2022.**

<p style="text-align: center;"><b>THIS IS A SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH THE PRINCIPAL PROSPECTUS</b></p>
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*Unless otherwise defined or the context otherwise requires, all terms provided in this Supplementary Prospectus shall have such meanings defined under "Definitions" on pages x and xxiii of the Principal Prospectus.*

#### **RESPONSIBILITY STATEMENTS**

The Directors, the Sponsor and the Selling Shareholders have seen and approved this Supplementary Prospectus. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement, or other facts which if omitted, would make any statement in this Supplementary Prospectus false or misleading.

HLIB, being the Principal Adviser and the Joint Bookrunner, and MIBB and RHBIB being the Joint Bookrunners acknowledge that, based on all available information, and to the best of their knowledge and belief, the Principal Prospectus and this Supplementary Prospectus constitutes a full and true disclosure of all material facts concerning the Offering.

No action has been or will be taken to ensure that this Supplementary Prospectus complies with the laws of any countries or jurisdictions other than the laws of Malaysia. The Manager, the Sponsor, the Selling Shareholders, the Principal Adviser and the Joint Bookrunners shall not accept any responsibility or liability in the event that any application made by investors shall become illegal, unenforceable, voidable or void in any country or jurisdiction.

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**THIS IS A SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH  
THE PRINCIPAL PROSPECTUS**

## **1. INTRODUCTION**

Except where the context otherwise requires, all terms used in this supplementary prospectus of IGB Commercial REIT dated 28 July 2021 ("**Supplementary Prospectus**") shall have the same meanings as those defined in the Principal Prospectus (as defined herein).

This Supplementary Prospectus is issued to reflect the amendments made to the Principal Prospectus pursuant to the following:

- (i) variation to the number of Units offered for sale to the institutional investors and selected investors under the Institutional Offering by the Selling Shareholders from 282.0 million Units to 130.0 million Units;
- (ii) extension of the closing date of the Restricted Offering to 5.00 p.m. on 20 August 2021; and
- (iii) introduction of the electronic method of application and acceptance of the subscription for the Restricted Offering as well as the Withdrawal (as defined herein).

Subject to the statements set out in this Supplementary Prospectus, the Principal Prospectus shall be read and construed as if the amendments set out in this Supplementary Prospectus were inserted therein by way of replacements or additions. If there are inconsistencies between the statements provided for in this Supplementary Prospectus and the Principal Prospectus, the amendments set out in this Supplementary Prospectus shall prevail.

## **2. AMENDMENTS TO THE PRINCIPAL PROSPECTUS**

The amendments made to the Principal Prospectus are set out in the ensuing sections.

### **2.1 Cover page**

- Paragraphs (II) and (II)(A) of the cover page of the Principal Prospectus has been replaced with the following:

(II) INSTITUTIONAL OFFERING OF AT LEAST 130,000,000 UNITS COMPRISING:

(A) OFFER FOR SALE OF 130,000,000 UNITS BY CERTAIN SHAREHOLDERS OF IGB WHOM HAVE UNDERTAKEN TO OFFER FOR SALE ("**SELLING SHAREHOLDERS**"); AND

## 2.2 Indicative timetable

- The indicative timetable on page v of the Principal Prospectus has been replaced with the following:

<u>Date and time</u>	<u>Event</u>
20 May 2021	: Announcement of Entitlement Date
4 June 2021	: Entitlement Date
10 June 2021, 10.00 a.m.	: Opening of the Restricted Offering
20 August 2021, 5.00 p.m.	: Closing of the Restricted Offering
30 August 2021	: Opening of the Institutional Offering
2 September 2021	: Closing of the Institutional Offering
2 September 2021	: Price Determination Date
17 September 2021	: Allotment/Transfer of Offer Units to successful applicants
20 September 2021	: Listing of IGB Commercial REIT on the Main Market

## 2.3 Definitions

- The following definitions in the Principal Prospectus have been replaced and read as below:

<b>Institutional Offering</b>	: Offering of at least 130,000,000 Units to institutional investors and selected investors at the Institutional Price
<b>Public Spread Requirement</b>	: The requirement, as Bursa Securities has resolved to accept, vide its letter dated 16 July 2021, of a lower public unitholding spread of at least 20.0% of the total number of Units in issue to be held by 1,000 public Unitholders holding not less than 100 Units each upon the Listing

- Any reference to the Prospectus of IGB Commercial REIT dated 10 June 2021 shall be replaced as follows:

<b>Principal Prospectus</b>	: The prospectus of IGB Commercial REIT dated 10 June 2021
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## 2.4 Information Summary

- Details of the Offering and the Institutional Offering set out under “Principal Statistics Relating to the Offering” on page 26 of the Principal Prospectus have been replaced with the following:

<b>The Offering</b>	The Restricted Offering of up to 945,000,132 Units and the Institutional Offering of at least 130,000,000 Units.
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**The Institutional Offering**

The Institutional Offering involves the offering of at least 130,000,000 Units to the institutional investors and selected investors, at the Institutional Price payable in full upon allocation and determined by way of bookbuilding on the Price Determination Date.

The Institutional Offering comprises the following:

- (i) offer for sale of 130,000,000 Units by the Selling Shareholders; and
- (ii) offer for sale of all unsubscribed ROFS Units together with the corresponding DIS Units.

**2.5 Section 3 - Particulars of the Offering**

- The first paragraph on page 127 (Section 3.1) of the Principal Prospectus has been replaced with the following:

The SC granted its approval for the Offering on 30 March 2021 and on 21 July 2021. The approval of the SC shall not be taken to indicate that the SC recommends the Offering. **Investors should rely on their own evaluation to assess the merits and risks of the Offering and their investment in IGB Commercial REIT and are advised to read and understand the contents of this Prospectus. In considering the investment, if investors are in any doubt as to the action to be taken, they should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers accordingly. For information concerning risk factors which should be considered by prospective investors, see Section 5 “Risk Factors” commencing on page 186.**

- The fourth paragraph on page 127 (Section 3.1) of the Principal Prospectus has been replaced with the following:

Pursuant to the Listing Requirements, at least 25.0% (or such other lower percentage as may be accepted by Bursa Securities) of the total number of Units in issue must be held by a minimum of 1,000 public Unitholders holding not less than 100 Units each upon completion of the Offering and at the point of Listing. Bursa Securities has, vide its letter dated 16 July 2021, resolved to accept a lower public unitholding spread of 20.0% upon the Listing. The Manager expects to achieve the Public Spread Requirement at the point of Listing.

- The fourth paragraph on page 128 (Section 3.3) of the Principal Prospectus has been replaced with the following:

The Offering comprising the following:

- (i) restricted offering of up to 945,000,132 Units, representing approximately 41.0% of the total Units to be issued upon Listing; and
- (ii) institutional offering of at least 130,000,000 Units, representing approximately 5.5% of the total Units to be issued upon Listing.

<b>THIS IS A SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH THE PRINCIPAL PROSPECTUS</b>
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- The second and third paragraphs on page 132 (Section 3.3.2) of the Principal Prospectus have been replaced with the following:

The Institutional Offering involves the offering of at least 130,000,000 Units to the institutional investors and selected investors, at the Institutional Price payable in full upon allocation and determined by way of bookbuilding on the Price Determination Date.

The Institutional Offering comprises the following:

- (i) offer for sale of 130,000,000 Units by the Selling Shareholders to ensure that the Public Spread Requirement is met at Listing; and
  - (ii) offer for sale of all unsubscribed ROFS Units together with the corresponding DIS Units.
- The last row and note (1) to the table in the fourth paragraph on page 132 (Section 3.3.2) of the Principal Prospectus have been replaced with the following:

<b>Institutional Offering<sup>(1)</sup></b>	<b>130,000,000</b>	<b>130,000,000</b>
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**Note:**

- (1) Assuming full subscription by the Entitled Shareholders (save for the Selling Shareholders pursuant to their irrevocable undertakings provided by the Selling Shareholders to offer for sale 130,000,000 Offer Units at the Institutional Price to the institutional investors and selected investors (“**Undertakings**”)) of their entitlements under the ROFS. If the Entitled Shareholders (save for the Selling Shareholders pursuant to their Undertakings) do not subscribe for their entitlements to the ROFS Units, such unsubscribed ROFS Units and corresponding DIS Units shall be made available for subscription under the Institutional Offering and such number of Units shall increase.
- The indicative timetable in Section 3.5 of the Principal Prospectus on page 134 has been replaced with the following:

<b>Date and time</b>	<b>Event</b>
20 May 2021	: Announcement of Entitlement Date
4 June 2021	: Entitlement Date
10 June 2021, 10.00 a.m.	: Opening of the Restricted Offering
20 August 2021, 5.00 p.m.	: Closing of the Restricted Offering
30 August 2021	: Opening of the Institutional Offering
2 September 2021	: Closing of the Institutional Offering
2 September 2021	: Price Determination Date
17 September 2021	: Allotment/Transfer of Offer Units to successful applicants
20 September 2021	: Listing of IGB Commercial REIT on the Main Market of Bursa Securities

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- Section 3.6 of the Principal Prospectus on pages 134 – 136 has been replaced with the following:

The total number of Units in issue immediately after completion of the Offering will be 2,307.3 million Units.

The following table sets out the Unitholders of IGB Commercial REIT and their unitholdings as at 4 June 2021, being the Book Closing Date, immediately upon completion of the Acquisitions and the Offering:

Unitholders	After the Acquisitions		After the Restricted Offering		After the Institutional Offering	
	No. of Units (million)	%	No. of Units (million)	%	No. of Units (million)	%
IGB Entitled Shareholders of the Sponsor:	2,098.2	90.9	1,199.9	52.0	1,199.9	52.0
- Related parties <sup>(1)</sup>	141.5	6.1	771.5	33.4	641.5	27.8
- Non-related parties <sup>(2)</sup>	-	-	268.4	11.6	268.4	11.6
Other minority shareholders of TT Realty and GTower SB <sup>(3)</sup> , and other shareholder of Hampshire Properties	67.6	3.0	67.6	3.0	67.6	3.0
Institutional investors and selected investors	-	-	-	-	<sup>(4)</sup> 130.0	5.6
	<b>2,307.3</b>	<b>100.0</b>	<b>2,307.3</b>	<b>100.0</b>	<b>2,307.3</b>	<b>100.0</b>

**Notes:**

- (1) Comprising the interested directors and/or substantial shareholders of IGB and/or the associates of such directors and substantial shareholders as well as the Units held by GTower SB, being the vendor of GTower, for the said interested directors and/or substantial shareholders of IGB and/or the associates of such directors and substantial shareholders.
- (2) Excluding the interested directors and substantial shareholders of IGB as well as the associates of such directors and substantial shareholders.
- (3) Including Units held by GTower SB, being the vendor of GTower, for the shareholders of GTower SB other than those who are interested directors and/or substantial shareholders of IGB and/or associates of such directors and substantial shareholders.
- (4) Assuming full subscription by the Entitled Shareholders (save for the Selling Shareholders pursuant to their Undertakings) of their entitlements under the ROFS. If the Entitled Shareholders (save for the Selling Shareholders pursuant to their Undertakings) do not subscribe for their entitlements to the ROFS Units, such unsubscribed ROFS Units and corresponding DIS Units shall be made available for subscription under the Institutional Offering and such number of Units shall increase.

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**2.6 Section 5 – Risk Factors**

- Item (iii) of Section 5.3.13 of the Principal Prospectus on page 213 has been replaced with the following:

- (iii) IGB Commercial REIT is unable to meet the minimum subscription in terms of the number of Units to be acquired by public unitholders for IGB Commercial REIT to achieve a public unitholding spread of at least 20.0% at the point of Listing as a condition of the acceptance by Bursa Securities, vide its letter dated 16 July 2021.

**2.7 Section 6 – The Manager**

- Section 6.10 of the Principal Prospectus on pages 240 – 242 has been replaced with the following:

As at the date of this Supplementary Prospectus, the substantial shareholders, directors and key management personnel of the Manager will not hold any Units, direct and/or indirect, in IGB Commercial REIT. The unitholdings of the said parties in IGB Commercial REIT immediately after the Acquisitions and the Offering based on the shareholding in IGB as at 5.00 p.m. on 4 June 2021, being the Book Closing Date, are set out in the table below:

	Direct		Indirect	
	No. of Units (’000)	%	No. of Units (’000)	%
<b>Substantial shareholders</b>				
IGB Corporation	-	-	-	-
IGB	1,199,884	52.0	-	-
Tan Chin Nam Sendirian Berhad (“TCNSB”) <sup>(1)(3)(4)</sup>	205,321	8.9	1,435,342 <sup>(2)</sup>	62.2
Tan Kim Yeow Sendirian Berhad (“TKYSB”) <sup>(1)(4)(5)</sup>	67,735	2.9	1,401,963 <sup>(2)</sup>	60.8
Dato’ Seri Robert Tan Chung Meng <sup>(1)(6)</sup>	5,230	0.2	1,469,699 <sup>(2)</sup>	63.7
Pauline Tan Suat Ming <sup>(1)(4)(7)</sup>	4,227	0.2	1,469,699 <sup>(2)</sup>	63.7
Tony Tan Choon Keat <sup>(8)</sup>	-	-	1,469,699 <sup>(2)</sup>	63.7
<b>Directors</b>				
Tan Sri Dato’ Prof. Lin See Yan	-	-	-	-
Dato’ Seri Robert Tan Chung Meng <sup>(1)(6)</sup>	5,230	0.2	1,469,699 <sup>(2)</sup>	63.7
Halim bin Haji Din	-	-	-	-
Le Ching Tai @ Lee Chen Chong	-	-	-	-



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	Direct		Indirect	
	No. of Units ( <i>'000</i> )	%	No. of Units ( <i>'000</i> )	%
<b>Directors (<i>Cont'd</i>)</b>				
Ang Kim Pack	-	-	-	-
Elizabeth Tan Hui Ning <sup>(1)(9)</sup>	30	*	-	-
Tan Lei Cheng <sup>(1)(4)(10)</sup>	21,267	0.9	-	-
Tan Mei Sian <sup>(1)(4)(11)</sup>	1,291	0.1	-	-
Tan Boon Lee <sup>(1)(4)(12)</sup>	15,620	0.7	-	-
<b>Key management personnel</b>				
Antony Patrick Barragry	-	-	-	-
Wong Khim Chon	-	-	-	-
Chai Lai Sim <sup>(1)</sup>	403	*	-	-
Chow Yeng Keet <sup>(1)</sup>	114	*	-	-
Tina Chan Lai Yin	-	-	-	-
Tan Mei Sian <sup>(1)(4)(11)</sup>	1,291	0.1	-	-
Ong Boon Hock	-	-	-	-

**Notes:**

- (1) Assuming full subscription of their respective entitlements under the ROFS.
- (2) Deemed interest in the Manager through Units expected to be held by other corporations pursuant to Section 8(4) of the Act (assuming full subscription of their respective entitlements under the ROFS, save for the Units offered for sale under the Institutional Offering, pursuant to their Undertaking, where applicable).
- (3) TCNSB is a major shareholder of IGB.
- (4) Including Units held by GTower SB, being the vendor of GTower, for TCNSB, a shareholder of GTower SB.
- (5) TKYSB is a major shareholder of IGB.
- (6) Dato' Seri Robert Tan Chung Meng is the brother of Pauline Tan Suat Ming and Tony Tan Choon Keat. He is also the father of Elizabeth Tan Hui Ning. He is (i) a major shareholder, director and Group Chief Executive Officer of IGB; and (ii) a director and shareholder of TKYSB.
- (7) Pauline Tan Suat Ming is the sister of Dato' Seri Robert Tan Chung Meng and Tony Tan Choon Keat. She is (i) a major shareholder of IGB; and (ii) a director and shareholder of TKYSB.
- (8) Tony Tan Choon Keat is the brother of Dato' Seri Robert Tan Chung Meng and Pauline Tan Suat Ming. He is a (i) major shareholder of IGB and (ii) a director and shareholder of TKYSB.
- (9) Elizabeth Tan Hui Ning is the daughter of Dato' Seri Robert Tan Chung Meng.
- (10) Tan Lei Cheng is the sister of Tan Boon Seng and Tan Boon Lee. Tan Lei Cheng is (i) the Non-Executive Non-Independent Chairman of IGB; and (ii) a director and shareholder of TCNSB.

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- (11) Tan Mei Sian is the daughter of Tan Boon Seng. She is also a shareholder of TCNSB and IGB.
- (12) Tan Boon Lee is the brother of Tan Lei Cheng and Tan Boon Seng. Tan Boon Lee is (i) the Alternate Director to Dato' Seri Robert Tan Chung Meng and Deputy Group Chief Executive Officer of IGB; and (ii) a director and shareholder of TCNSB.

\* Negligible

Save as disclosed in the table above, the substantial shareholders, directors and key management personnel of the Manager will not have any indirect unitholdings in IGB Commercial REIT upon Listing.

## **2.8 Section 12 – Approvals, Reliefs and Conditions**

- The following paragraph (i)(A) is added into Section 12.1 of the Principal Prospectus:

(i)(A) The SC has, vide its letter dated 21 July 2021, approved the variation to the number of Units to be offered for sale by the Selling Shareholders under the Institutional Offering from 282,000,000 Units to 130,000,000 Units.

- The following paragraph (ii)(A) is added into Section 12.1 of the Principal Prospectus:

(ii)(A) Bursa Securities has, vide its letter dated 16 July 2021, resolved to accept a lower public unitholding spread of at least 20.0% upon the Listing as in compliance with Paragraph 8.02(1) of the Listing Requirements. However, the Manager is advised to use its best endeavours to increase the percentage of public unitholding spread to 25.0%.

Notwithstanding the above, the Manager is required to notify Bursa Securities immediately, when it becomes aware of the following:

- (a) any decrease to IGB Commercial REIT's issued capital;
- (b) any decrease to the percentage of public unitholding spread below 20.0%;  
and
- (c) any decrease of IGB Commercial REIT's average market capitalisation for the preceding 12 months to below RM1.0 billion.

## **2.9 Appendix F**

- The second paragraph on page F-1 (Section 1) of Appendix F of the Principal Prospectus has been replaced with the following:

CLOSING OF THE RESTRICTED OFFERING: 5.00 p.m., 20 August 2021

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- The third paragraph on page F-3 (Section 3.2 of Appendix F) of the Principal Prospectus has been replaced with the following:

An Entitled Shareholder may elect any of the following options to subscribe for his/her entitlement to the ROFS Units together with the corresponding DIS Units:

- (a) despatch of completed Offer Acceptance Form with Banker's Draft or Cashiers Order or Money Order or Postal Order by ORDINARY POST, COURIER or deliver by HAND;
- (b) despatch of completed Offer Acceptance Form with proof of bank transfer of relevant payment by ORDINARY POST, COURIER or deliver by HAND; or
- (c) via electronic mail (e-mail) or facsimile of completed Offer Acceptance Form with proof of bank transfer of relevant payment.

**Option (a)**

An Entitled Shareholder who opts for Option (a) must complete the following:

Each completed Offer Acceptance Form together with the relevant payment must be **DESPATCHED BY ORDINARY POST, COURIER or DELIVERED BY HAND** in the official envelope provided (at the Entitled Shareholders own risk), to the following address:

**Boardroom Share Registrars Sdn Bhd  
(Registration Number: 199601006647 (378993-D))**

11<sup>th</sup> Floor Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
Telephone No.: +603 7890 4700

so as to arrive no later than 5.00 p.m. on 20 August 2021, or such later date or dates as the Manager and IGB may decide in their absolute discretion.

**Option (b) or (c)**

The submission of the completed Offer Acceptance Form accompanied by the proof of bank transfer does not mean an Entitled Shareholder's acceptance will succeed.

**Please see important notice below.**

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An Entitled Shareholder who opts for Option (b) or Option (c) must complete the following steps:

**STEP 1: REMIT PAYMENT BY INTERNET BANK TRANSFER**

Remit in RM (via internet bank transfer) the payment for:

- subscription of the ROFS Units for the amount subscribed for; and
- an additional fee of RM10 being the stamp duty for each CDS account, to the following account:

Bank:	<b>MALAYAN BANKING BERHAD</b>
Account name:	<b>CASH MANAGEMENT DEPARTMENT/GB (IGB RESTRICTED OFFERING ACCOUNT)</b>
Account number:	<b>514012443482</b>

**IMPORTANT NOTICE: INTERNET BANK TRANSFER MUST BE FROM THE  
BANK ACCOUNT OF THE ENTITLED  
SHAREHOLDER.**

**STEP 2: SUBMIT COMPLETED OFFER ACCEPTANCE FORM AND PROOF OF BANK TRANSFER**

- (a) **DESPATCHED BY ORDINARY POST, COURIER or DELIVERED BY HAND** in the official envelope provided (at the Entitled Shareholders own risk), to the following address:

**Boardroom Share Registrars Sdn Bhd  
(Registration Number: 199601006647 (378993-D))**  
11<sup>th</sup> Floor Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
Telephone No.: +603 7890 4700

**OR**

- (b) via **ELECTRONIC MAIL (E-MAIL) OR FACSIMILE** (together with the full name, address and CDS Account number of the Entitled Shareholder) and sent to the following:

- (1) **ELECTRONIC MAIL (E-MAIL) ADDRESS:**

**[igbcomreit@boardroomlimited.com](mailto:igbcomreit@boardroomlimited.com)**

- (2) **FACSIMILE NUMBER:**

**+603 - 7890 4670**

**THIS IS A SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH  
THE PRINCIPAL PROSPECTUS**

so as to arrive no later than 5.00 p.m. on 20 August 2021, or such later date or dates as the Manager and IGB may decide in their absolute discretion (upon consultation with the SC) and announce.

- The first and second paragraphs on page F-4 (Section 3.2 of Appendix F) of the Principal Prospectus have been replaced with the following:

If subscription and payment for the ROFS Units offered to an Entitled Shareholder are not received by the Unit Registrar by 5.00 p.m. on 20 August 2021 or such later date or dates as the Manager and IGB may in their absolute discretion decide (upon consultation with the SC) and announce, the Entitled Shareholder will be deemed to have declined such offer and it will be cancelled. Such ROFS Units and the corresponding DIS Units not taken up will be allotted under the Institutional Offering.

Proof of time of postage and/or electronic mail shall not constitute proof of time of receipt by the Unit Registrar for the Restricted Offering. The Manager and IGB reserve the right not to accept or to accept in part only any application without providing any reason.

- The fourth paragraph on page F-4 (Section 3.2 of Appendix F) of the Principal Prospectus has been replaced with the following:

The completed Offer Acceptance Form, together with the remittance in RM for the full amount payable in the form of Banker's Draft or Cashiers Order or Money Order or Postal Order drawn on a bank or post office in Malaysia and made out in favour of "**IGB RESTRICTED OFFERING ACCOUNT**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with the name, address and CDS Account number of the applicant in block letters, must be received by the Unit Registrar no later than 5:00 p.m. on 20 August 2021, or such later date or dates as the Manager and IGB may in their absolute discretion decide (upon consultation with the SC) and announce. Cheques or any other modes of payment will not be accepted and will be rejected.

- Item (iii) of Section 4 of Appendix F of the Principal Prospectus has been replaced with the following:

(iii) The submission of an application does not necessarily mean that the application will be successful.

- Section 6 of Appendix F of the Principal Prospectus on page F-8 has been replaced with the following:

## **6. WITHDRAWAL**

IGB and the Manager are hereby providing the Entitled Shareholders who have accepted their entitlements to the ROFS Units ("**Acceptances**") ("**Eligible Shareholders**") the option to withdraw their Acceptances should they wish to do so ("**Withdrawal**") through a Form of Withdrawal of Acceptance. In exercising their option to withdraw their Acceptances, the Eligible Shareholders are only allowed to withdraw their Acceptances in respect of the exact number of ROFS Units that was applied by them pursuant to the Acceptances.

**THIS IS A SUPPLEMENTARY PROSPECTUS WHICH HAS TO BE READ IN CONJUNCTION WITH  
THE PRINCIPAL PROSPECTUS**

For the avoidance of doubt, any Withdrawal by the Eligible Shareholders which does not correspond with the number of ROFS Units applied by them pursuant to the Acceptances will be deemed invalid. IGB and the Manager reserve the right to accept applications for the Withdrawal in such manner as they may deem fit.

The Form of Withdrawal of Acceptance, attached in this Supplementary Prospectus, has been despatched by ordinary post to the Entitled Shareholders' address shown in the Record of Depositors provided by Bursa Depository as at 4 June 2021, being the Entitlement Date. Additionally, this Supplementary Prospectus (together with the Form of Withdrawal of Acceptance) is made available on Bursa Malaysia Berhad's website as well as from the Unit Registrar, Boardroom Share Registrars Sdn Bhd.

The full subscription amount for the ROFS Units will be refunded without interest, through cheque(s), banker's draft(s) or cashiers' order(s) by ordinary post to the Eligible Shareholders' address shown in the Record of Depositors provided by Bursa Depository, at their own risk, or in the case of Eligible Shareholders who have elected to receive their refund via electronic method, remittance or any other form of electronic method as may be determined by IGB and the Manager, directly to their bank account shown in the Record of Depositors provided by Bursa Depository, within 15 market days from the date of receipt of valid Form of Withdrawal of Acceptance by the Unit Registrar.

#### **6.1 PROCEDURES FOR WITHDRAWAL**

Eligible Shareholders who wish to withdraw their Acceptances must complete and sign the Form of Withdrawal of Acceptance and submit it to the Unit Registrar, namely Boardroom Share Registrars Sdn Bhd through either **ONE (1)** of the following methods:

- (a) **DESPATCHED BY ORDINARY POST, COURIER or DELIVERED BY HAND** (at the Entitled Shareholders own risk), to the following address:

**Boardroom Share Registrars Sdn Bhd**  
**(Registration Number: 199601006647 (378993-D))**  
11<sup>th</sup> Floor Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
Telephone No.: +603 7890 4700

**OR**

- (b) via **ELECTRONIC MAIL (E-MAIL) OR FACSIMILE** (together with the full name, address and CDS Account number of the Entitled Shareholder) and sent to the following:

- (1) ELECTRONIC MAIL (E-MAIL) ADDRESS:

**[igbcomreit@boardroomlimited.com](mailto:igbcomreit@boardroomlimited.com)**

(2) FACSIMILE NUMBER:

**+603 – 7890 4670**

so as to arrive no later than **5.00 p.m. on 20 August 2021**, or such later date or dates as IGB and the Manager may in their absolute discretion mutually decide.

No acknowledgement of the receipt of the Form of Withdrawal of Acceptance will be made by the Manager, IGB or the Unit Registrar.

## **6.2 TERMS AND CONDITIONS OF WITHDRAWAL**

- (i) Eligible Shareholders are only allowed to withdraw their Acceptances in respect of the exact number of ROFS Units that was applied by them pursuant to the Acceptances. Any Withdrawal by the Eligible Shareholders which does not correspond with the number of ROFS Units applied by them pursuant to the Acceptances will be deemed invalid.
- (ii) Incomplete Forms of Withdrawal of Acceptance will not be accepted.
- (iii) Forms of Withdrawal of Acceptance defaced by erasures or any kind of correcting fluid may result in the application for the Withdrawal not being accepted at the discretion of IGB and the Manager. Every amendment must be clearly legible and should be countersigned in full by the Eligible Shareholder.
- (iv) Any submission of Form of Withdrawal of Acceptance received after **5.00 p.m. on 20 August 2021**, or such later date or dates as the Manager and IGB may decide in their absolute discretion (upon consultation with the SC) and announce by way of advertisement in a widely circulated Bahasa Malaysia and English Language newspaper within Malaysia, by the Unit Registrar may not be accepted at the absolute discretion of IGB and the Manager.
- (v) The full subscription amount for the ROFS Units will be refunded without interest, through cheque(s), banker's draft(s) or cashiers' order(s) by ordinary post to the Entitled Shareholders' address shown in the Record of Depositors provided by Bursa Depository, at their own risk, or in the case of Eligible Shareholders who have elected to receive their refund via electronic method, remittance or any other form of electronic method as may be determined by IGB and the Manager, directly to their bank account shown in the Record of Depositors provided by Bursa Depository, within 15 market days from the receipt of valid Form of Withdrawal of Acceptance by the Unit Registrar.
- (vi) IGB and the Manager shall reserve the right to accept or reject any Form of Withdrawal of Acceptance that do not strictly adhere to the instructions stated above or which are illegible.

## **ENQUIRIES**

An applicant may contact the Unit Registrar if he has any queries on the above at telephone no. +603 7890 4700.

## FORM OF WITHDRAWAL OF ACCEPTANCE

(Unless otherwise stated, the terms used herein shall have the same meanings as those defined in the Prospectus of IGB Commercial Real Estate Investment Trust ("IGB Commercial REIT") dated 10 June 2021 and the supplementary prospectus of IGB Commercial REIT dated 28 July 2021 ("Prospectus"))

**TO BE COMPLETED BY PERSONS WHO HAVE ACCEPTED ALL OR PART OF THEIR ENTITLEMENTS TO THE ROFS UNITS ("ELIGIBLE SHAREHOLDERS") AND WISH TO WITHDRAW THOSE ACCEPTANCES ("WITHDRAWAL")**

**THIS FORM OF WITHDRAWAL OF ACCEPTANCE ("FORM") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE PROSPECTUS.**

Bursa Securities has prescribed the ROFS Units and the corresponding DIS Units as securities to be deposited with Bursa Depository under Section 14(6) of Securities Industry (Central Depositories) Act, 1991 ("SICDA") and therefore, the SICDA and the Rules of Bursa Depository shall apply in respect of dealings in the ROFS Units and corresponding DIS Units.

If you have accepted all or part of your entitlement to the ROFS Units and intend to withdraw that acceptance of your entitlement to the ROFS Units ("**Acceptance**"), you must complete and sign this Form of Withdrawal of Acceptance in accordance with the instructions set out herein. **YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO WITHDRAW YOUR ACCEPTANCE.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.



### IGB COMMERCIAL REAL ESTATE INVESTMENT TRUST

(A REAL ESTATE INVESTMENT TRUST CONSTITUTED IN MALAYSIA UNDER THE DEED DATED 31 MARCH 2021 AND REGISTERED WITH THE SC ON 31 MARCH 2021, ENTERED INTO BETWEEN IGB REIT MANAGEMENT SDN BHD (REGISTRATION NUMBER: 201201006785 (908168-A)) ("**MANAGER**") AND MTRUSTEE BERHAD (REGISTRATION NUMBER: 198701004362 (163032-V)) ("**TRUSTEE**"), BOTH COMPANIES INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT 2016)

**RESTRICTED OFFERING OF UP TO 945,000,132 UNITS IN IGB COMMERCIAL REIT ("UNITS") COMPRISING:**

- (A) **RESTRICTED OFFER FOR SALE OF UP TO 378,000,053 UNITS ("ROFS UNITS") ON A NON-RENOUNCEABLE BASIS TO ENTITLED SHAREHOLDERS OF IGB BERHAD ("IGB") ("ENTITLED SHAREHOLDERS") ON THE BASIS OF TWO (2) ROFS UNITS FOR EVERY FIVE (5) ORDINARY SHARES IN IGB HELD ON THE ENTITLEMENT DATE AT THE PRICE OF RM1.00 PER ROFS UNIT ("ROFS PRICE"); AND**
- (B) **DISTRIBUTION-IN-SPECIE OF UP TO 567,000,079 UNITS ("DIS UNITS") TO BE DISTRIBUTED ONLY TO ENTITLED SHAREHOLDERS WHO HAVE SUBSCRIBED FOR THEIR ENTITLEMENTS TO THE ROFS UNITS ON THE BASIS OF THREE (3) DIS UNITS FOR EVERY TWO (2) ROFS UNITS SUBSCRIBED**

To: The Board of Directors of IGB REIT Management Sdn Bhd

### PART I – WITHDRAWAL OF ACCEPTANCE OF ROFS UNITS AND CORRESPONDING DIS UNITS

I/We have accepted/applied for ..... (number of Units) ROFS Units and the corresponding DIS Units and paid a cash payment in respect of the said number of ROFS Units based on RM1.00 per ROFS Unit ("**My/Our Acceptance**").

In accordance with the terms of this Form of Withdrawal of Acceptance ("**Form**"), I/we hereby irrevocably withdraw My/Our Acceptance and hereby request for the subscription amount paid by me/us for the ROFS Units pursuant to My/Our Acceptance to be refunded to me/us.

I/We hereby request for the payment pursuant to the Withdrawal to be made directly into my/our bank account shown in the Record of Depositors provided by Bursa Depository.

Please indicate with an "X" if you elect to receive payment via electronic method. If the box is not marked or the marking is unclear, you shall be treated as having elected to receive the payment via cheque or banker's draft or cashier's order by ordinary post to your address shown in the Record of Depositors provided by Bursa Depository at your own risk.

My/Our particulars are as follows:

<b>Name</b>	
<b>CDS account no.</b>	
<b>NRIC no./ Passport no.</b>	
<b>Company registration no.</b>	
<b>Correspondence address</b>	
<b>Telephone/contact no.</b>	





## PART II – DECLARATION

I/We hereby confirm and declare that:

- (i) all information provided by me/us is true and correct; and
- (ii) all information is identical with the information in the records of Bursa Depository and further agree that in the event the said information differs from Bursa Depository's record, the exercise of my/our rights may be rejected.

I/We consent to the Manager, IGB and the Unit Registrar for the Restricted Offering collecting the information and personal data (collectively "Data") required herein, to process and disclose such Data to any person for the purposes of implementing the Withdrawal and storing such Data in any servers located in Malaysia or outside Malaysia in accordance with the relevant laws and regulations.

I/We hereby consent to Bursa Depository disclosing my/our relevant personal information to the Manager, IGB, the Unit Registrar, the paying bank and their respective agents to facilitate the payment pursuant to the Withdrawal directly into my/our bank account (if applicable).

I/We hereby accept all the terms and conditions set out in this Form and further confirm compliance with all requirements for the application for the Withdrawal as set out therein.

\_\_\_\_\_  
**Signature/Authorised Signatory(ies)**  
**(Corporate Body must affix Common Seal)**

\_\_\_\_\_  
**Date**

**Closing Date for Withdrawal** : **Friday, 20 August 2021 at 5.00 p.m.\***

*\* Or such later date or dates as IGB and the Manager may in their absolute discretion (upon consultation with the SC) mutually decide. Any extension will be announced by way of advertisement in a widely circulated Bahasa Malaysia and English language newspaper within Malaysia.*

### NOTES AND INSTRUCTIONS FOR COMPLETING THIS FORM

#### (I) PROCEDURES FOR WITHDRAWAL

You are required to submit your completed Form to the Unit Registrar via the following methods:

- (a) **DESPATCHED BY ORDINARY POST, COURIER or DELIVERED BY HAND** (at your own risk), to the following address:

**Boardroom Share Registrars Sdn Bhd**  
**(Registration Number: 199601006647 (378993-D))**  
11th Floor Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
Telephone No.: +603 7890 4700

**OR**

- (b) **VIA ELECTRONIC MAIL (E-MAIL) OR FACSIMILE** (together with the full name, address, CDS account number of the Eligible Shareholder) and sent to the following:

- (1) ELECTRONIC MAIL (E-MAIL) ADDRESS:  
**igbcomreit@boardroomlimited.com**
- (2) FACSIMILE NUMBER:  
**+603 -7890 4670**

so as to arrive no later than **5.00 p.m. on 20 August 2021**, or such later date or dates as IGB and the Manager may in their absolute discretion (upon consultation with the SC) mutually decide.

#### (II) OTHER TERMS AND INSTRUCTIONS

- (a) Eligible Shareholders are only allowed to withdraw their Acceptances in respect of the exact number of ROFS Units that was applied by them pursuant to the Acceptances. Any Withdrawal by the Eligible Shareholders which does not correspond with the number of ROFS Units applied by them pursuant to the Acceptances will be deemed invalid.
- (b) Incomplete application for the Withdrawal will not be accepted.
- (c) Forms defaced by erasures or any kind of correcting fluid may result in the application for the Withdrawal not being accepted at the discretion of IGB and the Manager. Every amendment must be clearly legible and should be countersigned in full by the Eligible Shareholder.
- (d) All Eligible Shareholders must sign the Form. All corporate bodies must affix their common seal.
- (e) The full subscription amount for the ROFS Units will be refunded without interest to you via cheque or banker's draft or cashier's order by ordinary post to your address shown in the Record of Depositors provided by Bursa Depository at your own risk, or if you have elected to receive payment via electronic method, directly into your bank account shown in the Record of Depositors provided by Bursa Depository, within 15 market days from the receipt of valid Form by the Unit Registrar.
- (f) IGB and the Manager reserve the right to accept or reject any Forms for the Withdrawal that do not strictly adhere to the instructions stated above or which are illegible.
- (g) No acknowledgement of the receipt of this Form will be made by the Manager, IGB or the Unit Registrar. Please note that proof of posting cannot be construed or deemed to be proof of receipt by the Unit Registrar of this Form on or before the Closing Date for Withdrawal.

#### (III) ENQUIRIES

An Eligible Shareholder may contact the Unit Registrar if he/she has any queries on this Form at telephone no. +603 7890 4700.

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**IGB COMMERCIAL REAL ESTATE INVESTMENT TRUST**

(A REAL ESTATE INVESTMENT TRUST CONSTITUTED IN MALAYSIA UNDER THE DEED DATED 31 MARCH 2021 AND REGISTERED WITH THE SECURITIES COMMISSION MALAYSIA ON 31 MARCH 2021, ENTERED INTO BETWEEN IGB REIT MANAGEMENT SDN BHD (REGISTRATION NUMBER: 201201006785 (908168-A)) AND MTRUSTEE BERHAD (REGISTRATION NUMBER: 198701004362 (163032-V)), BOTH COMPANIES INCORPORATED IN MALAYSIA UNDER THE COMPANIES ACT 2016)

BAYARAN POS JELAS  
POSTAGE PAID  
PUSAT MEL NASIONAL  
SHAH ALAM  
MALAYSIA  
NO. WP 0536

*If undelivered, please return to:-*  
**IGB REIT MANAGEMENT SDN BHD** 201201006785 (908168-A)  
Level 32, The Gardens South Tower  
Mid Valley City, Lingkaran Syed Putra  
59200 Kuala Lumpur, Malaysia  
Tel: (603) 2289 8989 Fax: (603) 2289 8802