

CIRCULAR DATED 6 JUNE 2011

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) takes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Circular. 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 adviser immediately.

If you have sold or transferred all your units in Ascendas Real Estate Investment Trust (“**A-REIT**”, and units in A-REIT, “**Units**”), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



(Constituted in the Republic of Singapore
pursuant to a trust deed dated 9 October 2002 (as amended))

MANAGED BY

ASCENDAS FUNDS MANAGEMENT (S) LIMITED

(Company Registration No. 200201987K)

**CIRCULAR TO UNITHOLDERS
IN RELATION TO:**

THE PROPOSED PERFORMANCE FEE SUPPLEMENT TO THE TRUST DEED

IMPORTANT DATES AND TIMES FOR UNITHOLDERS

Last date and time for lodgement of Proxy Forms	:	26 June 2011 at 2.30 p.m.
Date and time of Extraordinary General Meeting	:	28 June 2011 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of A-REIT to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned)
Place of Extraordinary General Meeting	:	Orchard Hotel Singapore 442 Orchard Road Orchard Ballroom 2 Singapore 238879

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CORPORATE INFORMATION

Directors of Ascendas Funds Management (S) Limited (the manager of A-REIT (the “Manager”))	: Mr David Wong Cheong Fook (Chairman and Independent Director) Ms Chong Siak Ching (Vice Chairman and Non-Executive Director) Mr Joseph Chen Seow Chan (Independent Director and Chairman of Audit Committee) Mr Chia Kim Huat (Independent Director) Mr Koh Soo Keong (Independent Director) Mr Henry Tan Song Kok (Independent Director) Ms Monica Villegas Tomlin (Independent Director) Mr Tan Ser Ping (Executive Director and Chief Executive Officer)
Registered Office of Ascendas Funds Management (S) Limited	: 61 Science Park Road #02-18 The GALEN Singapore Science Park II Singapore 117525
Trustee of A-REIT (the “Trustee”)	: HSBC Institutional Trust Services (Singapore) Limited 21 Collyer Quay #16-02 HSBC Building Singapore 049320
Legal Adviser to the Manager	: Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Legal Adviser to the Trustee	: Shook Lin & Bok LLP 1 Robinson Road #18-00 AIA Tower Singapore 048542
Unit Registrar and Unit Transfer Office (the “Unit Registrar”)	: Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623

SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the full text of this Circular. Meanings of defined terms may be found in the Glossary on pages 6 to 7 of this Circular.

THE PROPOSED PERFORMANCE FEE SUPPLEMENT TO THE TRUST DEED (EXTRAORDINARY RESOLUTION)

Under the trust deed dated 9 October 2002 constituting A-REIT (as amended) (the “**Trust Deed**”), the Manager is entitled to a performance fee if the distributions per Unit (“**DPU**”) in the relevant Financial Year (as defined herein) exceed the DPU in the preceding Financial Year. The Trust Deed currently provides that “**DPU**” in relation to any Financial Year shall be the aggregate of distributions made for that Financial Year divided by the weighted average number of Units in issue during such Financial Year.

The Manager proposes to amend the Trust Deed such that the definition of “**DPU**” in relation to any Financial Year for purposes of computation of the performance fee of the Manager will be based on the distributions of the Ordinary Income (as defined herein) and will not take into account any distributions of Extraordinary Income (as defined herein) (as set out in **Appendix A** of this Circular) (the “**Performance Fee Supplement**”).

For the purpose of the computation of the performance fee of the Manager:

“**Ordinary Income**” means all income of A-REIT, less Extraordinary Income, which comprises income arising from the normal operations of A-REIT, such as, but not limited to, rentals or income from the properties of A-REIT and any other income arising from the operations of A-REIT.

“**Extraordinary Income**” means any one-off income of A-REIT arising from any sale or disposal of (i) any Real Estate (as defined herein) (whether directly or indirectly through one or more Special Purpose Vehicles (as defined herein)) or any part thereof, and (ii) any Investments (as defined herein) or any part thereof.

INDICATIVE TIMETABLE

Event	Date and Time
Last date and time for lodgement of Proxy Forms	: 26 June 2011 at 2.30 p.m.
Date and time of the Extraordinary General Meeting	: 28 June 2011 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of A-REIT to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned)

ASCENDAS REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 9 October 2002 (as amended))

Directors of the Manager

Mr David Wong Cheong Fook
Ms Chong Siak Ching
Mr Joseph Chen Seow Chan
Mr Chia Kim Huat
Mr Koh Soo Keong
Mr Henry Tan Song Kok
Ms Monica Villegas Tomlin
Mr Tan Ser Ping

Registered Office

61 Science Park Road
#02-18 The GALEN
Singapore Science Park II
Singapore 117525

6 June 2011

To: Unitholders of Ascendas Real Estate Investment Trust

Dear Sir/Madam

1. APPROVAL SOUGHT

Approval by way of an Extraordinary Resolution is sought in respect of the resolution in relation to the Performance Fee Supplement.

2. THE PROPOSED PERFORMANCE FEE SUPPLEMENT TO THE TRUST DEED AND ITS RATIONALE

2.1 The Performance Fee Supplement

Under the Trust Deed, the Manager is entitled, in relation to any Financial Year, to a performance fee equal to a rate of:

- (i) 0.1 per cent. per annum of the Deposited Property (as defined herein) PROVIDED THAT the DPU in such Financial Year (calculated before accounting for the performance fee) exceed the DPU in the preceding Financial Year by at least 2.5 per cent. but less than 5.0 per cent.; or
- (ii) 0.2 per cent. per annum of the Deposited Property PROVIDED THAT the DPU in such Financial Year (calculated before accounting for the performance fee) exceed the DPU in the preceding Financial Year by at least 5.0 per cent.

The Trust Deed currently provides that “DPU” in relation to any Financial Year shall be the aggregate of distributions made for that Financial Year divided by the weighted average number of Units in issue during such Financial Year.

The Manager proposes to amend the Trust Deed with the Performance Fee Supplement such that the definition of “DPU” in relation to any Financial Year for purposes of computation of the performance fee of the Manager will be based on the distributions of the Ordinary Income and will not take into account any distributions of Extraordinary Income.

For the purposes of the computation of the performance fee of the Manager:

“**Ordinary Income**” means all income of A-REIT, less Extraordinary Income, which comprises income arising from the normal operations of A-REIT, such as, but not limited to, rentals or income from the properties of A-REIT and any other income arising from the operations of A-REIT.

“**Extraordinary Income**” means any one-off income of A-REIT arising from any sale or disposal of (i) any Real Estate (whether directly or indirectly through one or more Special Purpose Vehicles) or any part thereof, and (ii) any Investments or any part thereof.

2.2 Rationale for the Performance Fee Supplement

The Manager believes that the Performance Fee Supplement is beneficial to unitholders of A-REIT (“**Unitholders**”) as the basis of computation of the performance fee of the Manager will be based on the distributions of the Ordinary Income and will not take into account distributions of any Extraordinary Income.

A-REIT’s objectives are to achieve income stability and long-term growth in the portfolio. Potential growth in the existing portfolio would be implemented through a proactive approach to asset management and the acquisition of strategically located properties to deliver consistent returns to Unitholders.

The Manager adopts a proactive approach towards managing A-REIT's properties to enhance its quality and value. Further, it identifies potential acquisition opportunities as well as carries out portfolio optimisation / enhancement strategy.

The portfolio optimisation / enhancement strategy includes identifying:

- (i) properties within the portfolio for redevelopment or asset enhancement opportunities to increase its potential yield; and
- (ii) properties which have reached the optimal stage of their life cycle for divestment.

As the portfolio of A-REIT has reached a significant size and is in a steady state, the Manager will explore recycling its capital as a possible option to manage the capital structure, as well as to optimise returns on the portfolio, of A-REIT. Any divestiture of properties will target to capture capital gain on the properties at the optimal stage of their life cycle and also to free up capital (in the form of sale proceeds) to provide A-REIT with greater financial flexibility to seize potential attractive investment opportunities.

Any Extraordinary Income arising from and/or attributable to the net sale proceeds received from a sale or disposal of (i) any Real Estate (whether directly or indirectly through one or more Special Purpose Vehicles) or any part thereof and (ii) any Investments or any part thereof, will not be a recurring income from the normal operations of the properties of A-REIT. As such, the presence or absence of a sale or disposal transaction in any financial year could distort the DPU performance of A-REIT.

The proposed revised formula for the computation of the performance fee, which refines the classification of the income of A-REIT and DPU with respect to the computation of the performance fee payable to the Manager, is intended to further incentivise the Manager to increase the Ordinary Income. This is intended to better align the interests of the Manager with that of the Unitholders. In addition, the proposed revision of the formulation of the performance fee of the Manager is intended to ensure that the Manager is not paid a performance fee on distributions arising out of the Extraordinary Income, as such Extraordinary Income may not be reflective of the ability of the Manager to grow A-REIT's portfolio and deliver stable returns to the Unitholders.

A-REIT is one of the few real estate investment trusts ("**REITs**") listed on the SGX-ST where the performance fee payable to the REIT manager is based on, and linked to, DPU growth. The proposed re-formulation of the performance fee described in this circular is intended to ensure that the Manager will only be entitled to a performance fee if the DPU grows.

The Performance Fee Supplement is part of the Manager's initiative to ensure that the management fee structure is better aligned with the interests of Unitholders. This initiative of the Manager is in line with the Manager's proven track record in achieving steady distribution and DPU growth for A-REIT.

3. RECOMMENDATION

Having regard to the rationale for the Performance Fee Supplement as set out in paragraph 2.2 above, the independent directors of the Manager (the "**Independent Directors**") believe that the Performance Fee Supplement would be beneficial to, and is in the interests of A-REIT and the Unitholders.

Accordingly, the Independent Directors recommend that Unitholders vote in favour of the resolution to approve the Performance Fee Supplement.

4. EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting will be held on 28 June 2011 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of A-REIT to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned) at Orchard Hotel Singapore, 442 Orchard Road, Orchard Ballroom 2, Singapore 238879, for the purpose of considering and, if thought fit, passing with or without modification, the resolution set out in the Notice of Extraordinary General Meeting, which is set out on pages B-1 to B-2 of this Circular. The purpose of this Circular is to provide Unitholders with relevant information about the resolution.

A Depositor shall not be regarded as a Unitholder entitled to attend the Extraordinary General Meeting and to speak and vote thereat unless he is shown to have Units entered against his name in the Depository Register, as certified by CDP as at 48 hours before the Extraordinary General Meeting.

5. PROHIBITION ON VOTING

Rule 919 of the Listing Manual prohibits interested persons and their associates (as defined in the Listing Manual) from voting on a resolution in relation to a matter in respect of which such persons are interested in at the EGM.

Ascendas Pte. Ltd. and its associates (including the Manager) are prohibited from voting, and will therefore not be voting, on the proposed Performance Fee Supplement.

6. ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders will find enclosed in this Circular, the Notice of Extraordinary General Meeting and a Proxy Form.

If a Unitholder is unable to attend the Extraordinary General Meeting and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not later than 26 June 2011 at 2.30 p.m., being 48 hours before the time fixed for the Extraordinary General Meeting. The completion and return of the Proxy Form by a Unitholder will not prevent him from attending and voting in person at the Extraordinary General Meeting if he so wishes.

Persons who have an interest in the approval of the resolution set out in the Notice of Extraordinary General Meeting, which is set out on pages B-1 to B-2 of this Circular, must decline to accept appointment as proxies unless the Unitholder concerned has specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of the resolution.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Manager collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, having made due and careful enquiries, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Performance Fee Supplement, and the directors of the Manager are not aware of any facts the omission of which would make any statement in this Circular misleading.

8. DOCUMENT ON DISPLAY

The Trust Deed will be available for inspection during normal business hours at the registered office of the Manager at 61 Science Park Road, #02-18 The GALEN, Singapore Science Park II, Singapore 117525¹ for so long as A-REIT is in existence.

Yours faithfully

ASCENDAS FUNDS MANAGEMENT (S) LIMITED

(as manager of Ascendas Real Estate Investment Trust)

Company Registration No. 200201987K

Mr David Wong Cheong Fook
Chairman

¹ Prior appointment with the Manager (telephone: +65 6774 1033) would be appreciated.

IMPORTANT NOTICE

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of A-REIT is not necessarily indicative of the future performance of A-REIT.

If you have sold or transferred all your Units, you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

GLOSSARY

In this Circular, the following definitions apply throughout unless otherwise stated:

A-REIT	:	Ascendas Real Estate Investment Trust, a unit trust constituted on 9 October 2002 under the laws of the Republic of Singapore
CDP	:	The Central Depository (Pte) Limited
Circular	:	This circular to Unitholders dated 6 June 2011
CPF	:	Central Provident Fund
Deposited Property	:	Means all the assets of A-REIT, including all its authorised investments for the time being held or deemed to be held upon the trusts of the Trust Deed
Directors	:	The directors of the Manager
DPU	:	Distributions per unit
Extraordinary General Meeting	:	The meeting of Unitholders to be held on 28 June 2011 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of A-REIT to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned) at Hotel Singapore, 442 Orchard Road, Orchard Ballroom 2, Singapore 238879, to approve the matters set out in the Notice of Extraordinary General Meeting on pages B-1 to B-2 of this Circular
Extraordinary Income	:	Any one-off income of A-REIT arising from any sale or disposal of (i) any Real Estate (whether directly or indirectly through one or more Special Purpose Vehicles) or any part thereof, and (ii) any Investments or any part thereof
Extraordinary Resolution	:	A resolution proposed and passed as such by a majority consisting of 75.0 per cent. or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
Financial Year	:	Means, in relation to A-REIT: (i) for the first financial year, the period from and including the date of establishment of A-REIT to 31 March 2003; (ii) for the last Financial Year, the period from and including the most recent 1 April before the date A-REIT terminates to and including the date A-REIT terminates; and (iii) in all other circumstances, the 12-month period ending on 31 March in each year
Independent Directors	:	Means the independent directors of the Manager
Investment	:	Means any one of the assets forming for the time being a part of the Deposited Property or, where appropriate, being considered for acquisition to form part of the Deposited Property
Manager	:	Ascendas Funds Management (S) Limited, as manager of A-REIT
Ordinary Income	:	All income of A-REIT, less Extraordinary Income, which comprises income arising from the normal operations of A-REIT, such as, but not limited to, rentals or income from the properties of A-REIT and any other income arising from the operations of A-REIT
Performance Fee Supplement	:	The proposed supplement to the Trust Deed to amend the Trust Deed such that the definition of " distributions per Unit " in relation to any Financial Year for purposes of computation of the performance fee of the Manager shall exclude any distributions of Extraordinary Income
Real Estate	:	Means, as defined in the Trust Deed, any land, and any interest, option or other right in or over any land including, without limitation, all machinery, plant and equipment installed in and, certified by the Manager acting in good faith as being, integral to the use of any building falling within any land. For the purposes of this definition, " land " includes land of any tenure, whether or not held apart from the surface, and buildings or part thereof (whether completed or otherwise and whether divided horizontally, vertically or in any other manner) and tenements and hereditaments, corporeal and incorporeal, and any estate or interest therein
REIT	:	Real estate investment trust
S\$ and cents	:	Singapore dollars and cents
SGX-ST	:	Singapore Exchange Securities Trading Limited

Special Purpose Vehicle	: Means an unlisted entity (whether incorporated or otherwise constituted, in Singapore or elsewhere) whose primary purpose is to hold or own Real Estate or to hold or own shares, units or (as the case may be) interests in such other unlisted entity (whether incorporated or otherwise constituted in Singapore or elsewhere) whose primary purpose is to hold or own Real Estate
Trust Deed	: The deed of trust dated 9 October 2002 entered into between the Trustee and the Manager constituting A-REIT, as amended by a first supplemental deed dated 16 January 2004, a second supplemental deed dated 23 February 2004, a third supplemental deed dated 30 September 2004, a fourth supplemental deed dated 17 November 2004, a fifth supplemental deed dated 20 April 2006, a first amending and restating deed dated 11 June 2008, a seventh supplemental deed dated 22 January 2009, an eighth supplemental deed dated 17 September 2009, a ninth supplemental deed dated 31 May 2010 and a tenth supplemental deed dated 22 July 2010
Trustee	: HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of A-REIT
Unit	: A unit representing an undivided interest in A-REIT
Unit Registrar	: Boardroom Corporate & Advisory Services Pte. Ltd.
Unitholder	: The registered holder for the time being of a Unit, including person so registered as joint holders, except where the registered holder is CDP, the term “Unitholder” shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose securities account with CDP is credited with Units
% or per cent.	: Per centum or percentage

The terms “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act, Chapter 50 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

PROPOSED PERFORMANCE FEE SUPPLEMENT TO THE TRUST DEED

The proposed form of the amendments to the Trust Deed, subject to Unitholders' passing the resolution to approve the Performance Fee Supplement is as follows:

- that Clause 15.1.2 of the Trust Deed be amended to reflect the additions as indicated by the underlined text below and the deletions as indicated by the deleted text below:

“15.1.2 Performance Fee

The Manager shall be entitled to receive for its own account out of the Deposited Property within 60 days of the last day of every Financial Year any amount of Performance Fee accrued to the Manager and remaining unpaid. The Performance Fee in relation to any Financial Year shall be equal to a rate of 0.1 per cent. per annum of the Deposited Property PROVIDED THAT the distributions per Unit in such Financial Year (calculated before accounting for the Performance Fee) exceed the distributions per Unit in the preceding Financial Year by at least 2.5 per cent. but less than 5.0 per cent. or a rate of 0.2 per cent. per annum of the Deposited Property PROVIDED THAT the distributions per Unit in such Financial Year (calculated before accounting for the Performance Fee) exceed the distributions per Unit in the preceding Financial Year by at least 5.0 per cent.

The “**distributions per Unit**” for the purposes of computing the Performance Fee in relation to any Financial Year shall be the aggregate of distributions of Ordinary Income made for that Financial Year (but shall exclude any distributions of Extraordinary Income) divided by the weighted average number of Units in issue during such Financial Year. For the first Financial Year, the “distributions per Unit” shall be the annualised amount of the actual distribution made in respect of the first Financial Year.

For the purpose of this Clause 15.1.2 only:

“**Ordinary Income**” means all income of the Trust, less Extraordinary Income, which comprises income arising from the normal operations of the Trust, such as, but not limited to, rentals or income from the properties of the Trust and any other income arising from the operations of the Trust.

“**Extraordinary Income**” means any one-off income of the Trust arising from any sale or disposal of (i) any Real Estate (whether directly or indirectly through one or more Special Purpose Vehicles) or any part thereof, and (ii) any Investments or any part thereof.

The Performance Fee shall be paid to the Manager in the form of cash and/or Units (as the Manager may elect).

When the Performance Fee or part thereof is paid in the form of Units, the Manager shall be entitled to receive such number of Units for the relevant proportion of the Performance Fee as may be purchased at an Issue Price equal to the Market Price determined in accordance with Clause 5.2.3(i). In the event that Holders' prior approval is required but is not obtained at the Holders' meeting to permit such issue of Units to the Manager, then the payment to the Manager for the Performance Fee shall be made in the form of cash. The Manager shall be entitled to all the rights attached to such Units issued to it as any other Holder. Any increase in the rate(s) of the Performance Fee or any change in the structure of the Performance Fee shall be approved by an Extraordinary Resolution of a meeting of Holders or (as the case may be) Depositors, duly convened and held in accordance with the provisions of the Schedule hereto. The amount of the Performance Fee (if any) payable to the Manager shall be net of all applicable GST and all other applicable sales tax, governmental impositions, duties and levies whatsoever imposed thereon by the relevant authorities in Singapore or elsewhere. The Performance Fee payable to the Manager shall take into account all or any portion of the Performance Fee being waived by the Manager. For the avoidance of doubt, no Performance Fee shall be payable in respect of the first Financial Year.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Ascendas Real Estate Investment Trust (“**A-REIT**”) will be held on 28 June 2011 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of A-REIT to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned) at Hotel Singapore, 442 Orchard Road, Orchard Ballroom 2, Singapore 238879, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

EXTRAORDINARY RESOLUTION

THE PROPOSED PERFORMANCE FEE SUPPLEMENT TO THE TRUST DEED

That:

- (i) approval be and is hereby given to amend A-REIT’s trust deed dated 9 October 2002 constituting A-REIT (as amended) (the “**Trust Deed**”) with the Performance Fee Supplement (as defined in the circular to unitholders of A-REIT (“**Unitholders**”) dated 6 June 2011 (the “**Circular**”)) as set out in **Appendix A** of the Circular; and
- (ii) Ascendas Funds Management (S) Limited, as manager of A-REIT (the “**Manager**”), any director of the manager of A-REIT (the “**Directors**”) and HSBC Institutional Trust Services (Singapore) Limited, as trustee of A-REIT (the “**Trustee**”) be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Performance Fee Supplement and the amendment to the Trust Deed.

BY ORDER OF THE BOARD

Ascendas Funds Management (S) Limited
(Company Registration No. 200201987K)
As manager of Ascendas Real Estate Investment Trust

Mary Judith De Souza
Company Secretary
Singapore
6 June 2011

Important Notice:

- (1) A Unitholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Unitholder.
- (2) The instrument appointing a proxy must be lodged at the Unit Registrar’s office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the Extraordinary General Meeting.

ASCENDAS REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 9 October 2002 (as amended))

Ascendas Funds Management (S) Limited
(as manager of Ascendas Real Estate Investment Trust)
Company Registration No. 200201987K

IMPORTANT

- For investors who have used their Central Provident Fund ("CPF") monies to buy units in Ascendas Real Estate Investment Trust, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
- This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- CPF Investors who wish to vote should contact their CPF Approved Nominees.
- PLEASE READ THE NOTES TO THE PROXY FORM.

PROXY FORM EXTRAORDINARY GENERAL MEETING

I/We _____ (Name)

of _____ (Address)

being a Unitholder/Unitholders of Ascendas Real Estate Investment Trust ("A-REIT"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Unitholdings	
			No. of Units	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Unitholdings	
			No. of Units	%

or, both of whom failing, the Chairman of the Extraordinary General Meeting as my/our* proxy/proxies* to attend and to vote for me/us* on my/our* behalf and if necessary, to demand a poll, at the Extraordinary General Meeting of A-REIT to be held on 28 June 2011 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of A-REIT to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned) at Orchard Hotel Singapore, 442 Orchard Road, Orchard Ballroom 2, Singapore 238879 and any adjournment thereof*. I/We* direct my/our* proxy/proxies* to vote for or against the resolution to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/their* discretion, as he/they* will on any other matter arising at the Extraordinary General Meeting.

Resolution	To be used on a show of hands		To be used in the event of a poll	
	For **	Against **	No. of Votes For ***	No. of Votes Against ***
1. To approve the Performance Fee Supplement (Extraordinary Resolution)				

* Delete where inapplicable.

** If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided.

*** If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2011

Total number of Units held

Signature(s) of Unitholder(s)/Common Seal

3rd fold here, glue along the dotted line and fold flap

Affix
Postage
Stamp

ASCENDAS FUNDS MANAGEMENT (S) LIMITED
(as manager of Ascendas Real Estate Investment Trust)
c/o Unit Registrar
Boardroom Corporate & Advisory Services Pte. Ltd.,
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

2nd fold here

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes to Proxy Form

1. A unitholder of A-REIT ("**Unitholder**") entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his stead.
2. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
3. A proxy need not be a Unitholder.
4. A Unitholder should insert the total number of Units held. If the Unitholder has Units entered against his name in the Depository Register maintained by the Central Depository (Pte) Limited ("**CDP**"), he should insert that number of Units. If the Unitholder has Units registered in his name in the Register of Unitholders, he should insert that number of Units. If the Unitholder has Units entered against his name in the said Depository Register and registered in his name in the Register of Unitholders, he should insert the aggregate number of Units. If no number is inserted, this form of proxy will be deemed to relate to all the Units held by the Unitholder.
5. The instrument appointing a proxy or proxies must be deposited at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not less than 48 hours before the time set for the Extraordinary General Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Manager) be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.
8. The Manager and/or the Unit Registrar shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager and/or the Unit Registrar may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by CDP to the Manager.
9. All Unitholders will be bound by the outcome of the Extraordinary General Meeting regardless of whether they have attended or voted at the Extraordinary General Meeting.
10. At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by five or more Unitholders present in person or by proxy, or holding or representing one-tenth in value of the Units represented at the meeting. Unless a poll is so demanded, a declaration by the Chairman that such a resolution has been carried or carried unanimously or by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
11. On a show of hands, every Unitholder who (being an individual) is present in person or by proxy or (being a corporation) is present by one of its officers as its proxy shall have one vote. On a poll, every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he is the Unitholder. A person entitled to more than one vote need not use all his votes or cast them the same way.

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