



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

**ASCENDAS REAL ESTATE INVESTMENT TRUST PLACEMENT
CLOSE OF PRIVATE PLACEMENT OF 160,000,000 NEW UNITS (“NEW UNITS”)
IN ASCENDAS REAL ESTATE INVESTMENT TRUST (“A-REIT”)
AT AN ISSUE PRICE OF S\$2.54 PER NEW UNIT (THE “ISSUE PRICE”),
REPRESENTING A 35.1% PREMIUM TO THE NET ASSET VALUE PER UNIT¹**

1. Introduction

Further to its announcement dated 8 March 2013 (the “**Announcement**”) in relation to the placement of New Units at an issue price of between S\$2.50 and S\$2.55 per New Unit (the “**Private Placement**”), the Board of Directors of Ascendas Funds Management (S) Limited, in its capacity as manager of A-REIT (the “**Manager**”), is pleased to announce that Citigroup Global Markets Singapore Pte. Ltd. and DBS Bank Ltd., as joint lead managers and underwriters for the Private Placement (the “**Joint Lead Managers and Underwriters**”), in consultation with the Manager, has closed the book of orders for the Private Placement, and increased the number of New Units to be issued from 140,000,000 New Units to 160,000,000 New Units due to positive market demand.

The Private Placement generated in excess of S\$1.3 billion of demand from over 100 new and existing institutional investors across Asia, Europe and the United States.

The Issue Price of S\$2.54 per New Unit represents a 35.1% premium to the net asset value per Unit (based on A-REIT unaudited financial results for the financial year ended 31 December 2012).

2. Issue Price

The Issue Price has been fixed at S\$2.54 per New Unit, as agreed between the Manager and the Joint Lead Managers and Underwriters, following an accelerated book building process.

The Issue Price of S\$2.54 per New Unit represents a discount of:

- (i) 3.5% to the volume weighted average price of S\$2.6328 per unit in A-REIT (“**Unit**”); and

¹ Based on A-REIT unaudited financial results for the financial year ended 31 December 2012.

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- (ii) (for illustrative purposes only) 2.5% to the adjusted volume weighted average price² of S\$2.6058 per Unit,

for trades in the Units done on the SGX-ST for the full Market Day³ on 7 March 2013. The gross proceeds from the Private Placement amount to approximately S\$406.4 million and the net proceeds from the Private Placement amount to approximately S\$400.6 million.

3. Use of Proceeds

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately S\$406.4 million from the Private Placement in the following manner:

- (i) approximately S\$126.0 million (which is equivalent to 31.0% of the gross proceeds of the Private Placement) to fund the potential acquisition of a property located within Singapore Science Park II;
- (ii) approximately S\$270.0 million (which is equivalent to 66.4% of the gross proceeds of the Private Placement) to partly fund the potential acquisition of an integrated industrial mixed use property (comprising business space and white commercial space) at Kallang Avenue; and
- (iii) approximately S\$5.8 million (which is equivalent to 1.4% of the gross proceeds of the Private Placement) will be used to pay the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by A-REIT (the “**Issue Expenses**”),

with the balance of the gross proceeds (which is equivalent to 1.2% of the gross proceeds of the Private Placement) to be used for general corporate and working capital purposes.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, use the net proceeds from the Private Placement at its absolute discretion for other purposes, including, without limitation, to repay existing indebtedness.

Pending the deployment of the net proceeds from the Private Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions or used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNET as and when such funds are materially utilised.

2 The adjusted volume weighted average price is computed based on the volume weighted average price of all trades in the Units on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on the full Market Day on 7 March 2013 and subtracting the Advanced Distribution (as defined in the Announcement) of approximately 2.70 cents per Unit. This amount is an estimate only based on information currently available to the Manager, and the actual Advanced Distribution may differ.

3 “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

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4. Authority to Issue New Units

The 160,000,000 New Units to be issued pursuant to the Private Placement, together with the Units issued since 28 June 2012, would constitute 7.2% of the 2,237,552,568 Units in issue as at 28 June 2012, which is within the 20.0% limit for issue of new Units other than on a pro rata basis.

Accordingly, the Manager is relying on the general mandate given by the Unitholders to the Manager obtained at the annual general meeting held on 28 June 2012, and the prior approval of the Unitholders is not required for the issue of the New Units under the Private Placement.

5. Listing of, Dealing in and Quotation of the New Units

The trading of the New Units on the SGX-ST is currently expected to commence at 2.00 p.m. on 19 March 2013.

The Manager has made a formal application to the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST. An appropriate announcement will be made upon the receipt of such in-principle approval from the SGX-ST.

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
8 March 2013

Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units. This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia), Canada or Japan. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

The value of Units and the income derived from them, if any, 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 should note that they will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. 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.

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