

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, EU MEMBER STATES, CANADA OR JAPAN



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

- (1) LAUNCH OF THE PREFERENTIAL OFFERING; AND**
- (2) DESPATCH OF INSTRUCTION BOOKLET**

*Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the announcement of Ascendas Real Estate Investment Trust dated 9 December 2015 in relation to the launch of the equity fund raising (the “**Launch Announcement**”).*

Further to the Launch Announcement and announcements dated 10 December 2015, 16 December 2015 and 4 January 2016, Ascendas Funds Management (S) Limited, in its capacity as manager of Ascendas Real Estate Investment Trust (“**A-REIT**”, and as manager of A-REIT, the “**Manager**”), wishes to announce that the *pro-rata* and non-renounceable preferential offering of 94,471,920 New Units¹ (the “**Preferential Offering**”) will open today at 9.00 a.m. (for subscription via the ARE² and automated teller machines (“**ATMs**”) of the Participating Banks³).

The instruction booklet of A-REIT in respect of the Preferential Offering (the “**Instruction Booklet**”) and the ARE will be despatched to Entitled Unitholders⁴ today. The Instruction Booklet and the ARE require the immediate attention of Entitled Unitholders.

-
- 1 Takes into account the additional New Units which will be provisionally allotted as a result of the Rounding Mechanism.
 - 2 “**ARE**” refers to the acceptance form for New Units provisionally allotted to Entitled Unitholders under the Preferential Offering and application form for Excess New Units.
 - 3 The “**Participating Banks**” are DBS Bank Ltd. (including POSB), Oversea-Chinese Banking Corporation Limited or United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited.
 - 4 “**Entitled Unitholders**” means Entitled Depositors and Entitled QIBs (both as defined herein).
“**Entitled Depositors**” refers to Unitholders with Units standing to the credit of their respective securities accounts with The Central Depository (Pte) Limited (“**CDP**”) as at 5.00 p.m. on 30 December 2015 (the “**Preferential Offering Books Closure Date**”) and:
 - (a) whose registered addresses with CDP are in Singapore as at the Preferential Offering Books Closure Date; or

This announcement is not for distribution, directly or indirectly, in or into the United States, Canada or Japan. This announcement is not an offer of securities for sale into the United States, Canada or Japan. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States except pursuant to an applicable exemption from registration. There will be no public offer of securities in the United States.

The Preferential Offering will close on:

- (i) **13 January 2016 at 5.00 p.m.** for acceptances of provisional allotments of New Units and (if applicable) applications for Excess New Units effected via the ARE; or
- (ii) **13 January 2016 at 9.30 p.m.** for acceptances of provisional allotments of New Units and (if applicable) applications for Excess New Units effected through the ATMs of the Participating Banks.

NOTICE TO (A) SUPPLEMENTARY RETIREMENT SCHEME (“SRS”) INVESTORS, (B) CPF INVESTMENT SCHEME (“CPFIS”) INVESTORS AND (C) INVESTORS WHO HOLD UNITS THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT

For SRS Investors, CPFIS Investors and investors who hold Units through a finance company and/or depository agent, acceptances of their provisional allotments of New Units and (if applicable) applications for Excess New Units must be done through the relevant approved banks in which they hold their SRS Accounts and/or CPFIS Accounts and the relevant finance companies and/or depository agent respectively. Such investors are advised to provide their respective banks in which they hold their SRS Accounts and/or CPFIS Accounts, finance companies or depository agent, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if application) application on their behalf by the last date and time for acceptance, application (if applicable) and payment for provisional allotments of New Units and Excess New Units.

Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at ATMs of the Participating Banks, Boardroom Corporate & Advisory Services Pte. Ltd. and/or the Manager will be rejected.

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

5 January 2016

(b) who have at least three Market Days prior to the Preferential Offering Books Closure Date provided CDP with addresses in Singapore for the service of notices and documents.

“**Entitled QIBs**” refers to “qualified institutional buyers” as such term is defined in Rule 144A under the Securities Act (a) whose identities have been agreed upon by the Manager, (b) who have each provided the Manager with a signed investor representation letter (in the form attached to the Instruction Booklet) and (c) who are Entitled Depositors.

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. This announcement is not an offer of securities for sale into the United States, 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.

All figures in this announcement unless expressed differently or otherwise stated are rounded off to one decimal place.