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

## NOTICE OF PREFERENTIAL OFFERING RECORD DATE AND ADVANCED DISTRIBUTION RECORD DATE

**NOTICE IS HEREBY GIVEN** that, pursuant to the Equity Fund Raising (as defined herein), the Transfer Books and Register of Unitholders of Ascendas Real Estate Investment Trust ("**Ascendas Reit**", and the unitholders of Ascendas Reit, "**Unitholders**") will be closed at **5.00 p.m.** on **Wednesday, 18 November 2020** to determine:

- (i) the provisional allotment of new units in Ascendas REIT ("**Units**" and the new Units, the "**Preferential Offering Units**") to Eligible Unitholders<sup>1</sup> under the Preferential Offering (as defined below) (the "**Preferential Offering Record Date**"); and
- (ii) the entitlements of Unitholders to Ascendas Reit's distributable income (the "**Advanced Distribution**") for the period from 1 July 2020 to the day immediately prior to the date on which the new units in Ascendas Reit ("**New Units**") are issued in connection with the placement of New Units to institutional and other investors (the "**Private Placement**"). The New Units issued pursuant to the Private Placement are expected to be listed on 19 November 2020 (the "**Advanced Distribution Record Date**").

It was announced on 10 November 2020 that Ascendas Funds Management (S) Limited, as the manager of Ascendas Reit (the "**Manager**") is proposing to carry out an equity fund raising comprising an offering of New Units to raise gross proceeds of approximately S\$1,200.0 million by way of:

- (i) private placement of between 256,329,000 and 264,376,000 New Units (the "**Private Placement New Units**") to institutional and other investors at an issue price of between S\$3.026 and S\$3.121 per Private Placement New Unit to raise gross proceeds of

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1 Only Eligible Unitholders (as defined below) are eligible to participate in the Preferential Offering. "**Eligible Unitholders**" are Eligible Depositors (as defined below) and Eligible QIBs (as defined below).

"**Eligible Depositors**" are Unitholders with Units standing to the credit of their respective securities accounts with The Central Depository (Pte) Limited ("**CDP**") as at the Preferential Offering Record Date and (a) whose registered addresses with CDP are in Singapore as at the Preferential Offering Record Date; or (b) who have at least three Market Days prior to the Preferential Offering Record Date provided CDP with addresses in Singapore for the service of notices and documents, but exclude, subject to certain exceptions, Unitholders located, resident or with a registered address outside of Singapore.

"**Eligible QIBs**" are qualified institutional buyers (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") that meet certain requirements which will be specified in the instruction booklet to be despatched to entitled Unitholders in due course.

approximately S\$800.0 million; and

- (ii) a pro rata and non-renounceable preferential offering (the “**Preferential Offering**”) of up to 133,948,782 New Units (the “**Preferential Offering New Units**”) to the existing Unitholders at an issue price of between S\$2.960 and S\$3.050 per Preferential Offering New Unit to raise gross proceeds of approximately S\$400.0 million,

(the Private Placement and the Preferential Offering are hereinafter collectively referred to as the “**Equity Fund Raising**”). The allotment ratio for the Preferential Offering will be announced by the Manager via SGXNET once the issue price of the Preferential Offering has been determined.

The Preferential Offering Record Date and the Advanced Distribution Record Date are subject to change, at the discretion of the Manager, in consultation with DBS Bank Ltd. and J.P. Morgan (S.E.A.) Limited as the joint global co-ordinators and bookrunners for the Equity Fund Raising, subject to compliance with all applicable laws and regulations (including but not limited to the requirements of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

In the event of any such change, the Manager will announce such new Preferential Offering Record Date, Advanced Distribution Record Date and/or any other dates in relation to the Equity Fund Raising on SGXNET.

### **The Advanced Distribution**

The current expectation of the Manager is that the quantum of distribution per unit in Ascendas Reit (“**Unit**”) under the Advanced Distribution will be approximately 5.74 cents<sup>2</sup> (comprising taxable income component of 4.640 cents, a tax-exempt component of 0.070 cents and capital distribution component of 1.030 cents). The Advanced Distribution will only be distributed in respect of the existing units held as at 5.00 p.m. on the Advanced Distribution Record Date.

The actual quantum of the distribution per Unit under the Advanced Distribution (which may differ from the estimate above) will be announced on a later date after the management accounts of Ascendas Reit for the relevant period have been finalised.

Unitholders whose securities accounts with The Central Depository (Pte) Limited are credited with Units as at 5.00 p.m. on the Advanced Distribution Record Date will be entitled to the Advanced Distribution that will be paid on or around **Friday, 11 December 2020**.

The next distribution following the Advanced Distribution will comprise Ascendas Reit’s distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 December 2020 (the “**Relevant Period Distribution**”). Semi-annual distributions will resume thereafter.

### **Status of Private Placement New Units**

The Private Placement New Units will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the Private Placement New Units are issued, including the right to the Relevant Period Distribution as well as all distributions thereafter, other than

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<sup>2</sup> This amount is an estimate only based on information currently available to the Manager and the Manager’s estimate of Ascendas Reit’s revenue and expenses, and the actual Advanced Distribution may differ. The actual quantum of the distribution will be announced on a later date after the closure of the Transfer Books and Register of Unitholders.

in respect of the Advanced Distribution and the eligibility to participate in the Preferential Offering.

**For the avoidance of doubt, the holders of the Private Placement Units will not be entitled to the Advanced Distribution or be eligible to participate in the Preferential Offering.**

#### **Status of Preferential Offering New Units**

The Preferential Offering New Units will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the Preferential Offering New Units are issued, including the right to the Relevant Period Distribution as well as all distributions thereafter, other than in respect of the Advanced Distribution.

**For the avoidance of doubt, the holders of the Preferential Offering New Units to be issued pursuant to the Preferential Offering will not be entitled to the Advanced Distribution.**

#### **DECLARATION FOR SINGAPORE TAX PURPOSES**

The Advanced Distribution will comprise three types of distribution - distribution of taxable income (“**Taxable Income Distribution**”), distribution of tax-exempt income (“**Tax-Exempt Income Distribution**”) and distribution of capital (“**Capital Distribution**”).

The Tax-Exempt Income Distribution is exempt from tax in the hands of all Unitholders, regardless of their nationality, corporate identity or tax residence status. Unitholders are not entitled to tax credits for any taxes paid by the trustee of Ascendas Reit on the income of Ascendas Reit against their Singapore income tax liability.

The Capital Distribution is treated as a return of capital to Unitholders for Singapore income tax purpose and is therefore not subject to Singapore income tax. For Unitholders who are liable to Singapore income tax on profits from sale of Units, the amount of Capital Distribution will be applied to reduce the cost base of their Units for Singapore income tax purposes.

Tax will be deducted at source from the Taxable Income Distribution in certain circumstances. The following section describes the circumstances in which tax will or will not be deducted from such distribution, which is referred therein as a “distribution”.

1. HSBC Institutional Trust Services (Singapore) Limited, as trustee of Ascendas Reit (the “**Trustee**”), and the Manager will not deduct tax from distributions made out of Ascendas Reit’s taxable income that is not taxed at Ascendas Reit’s level to:
  - (a) Unitholders who are Individuals;
  - (b) Unitholders which are companies incorporated and tax resident in Singapore;
  - (c) Unitholders which are Singapore branches of foreign companies for distributions made on or after 1 January 2015; or
  - (d) Unitholders which are non-corporate entities (excluding partnerships) constituted or registered in Singapore, such as:
    - (i) institutions, authorities, persons or funds specified in the First Schedule to the Income Tax Act (Chapter 134);

- (ii) co-operative societies registered under the Co-operative Societies Act (Chapter 62);
  - (iii) trade unions registered under the Trade Unions Act (Chapter 333);
  - (iv) charities registered under the Charities Act (Chapter 37) or established by an Act of Parliament; and
  - (v) town councils; or
- (e) an international organisation that is exempt from tax on such distributions by reason of an order made under the International Organisations (Immunities and Privileges) Act (Cap. 145).
2. For distributions made to classes of Unitholders that do not fall within the categories stated under Note 1 above, the Trustee and the Manager will deduct tax at the rate of 10% if the Unitholders are qualifying non-resident non-individual investors. A qualifying non-resident non-individual investor is one who is not a resident of Singapore for income tax purposes and:
- (a) who does not have a permanent establishment in Singapore; or
  - (b) who carries on any operation in Singapore through a permanent establishment in Singapore, where the funds used to acquire Units in Ascendas Reit are not obtained from that operation.
3. Unitholders are required to complete the applicable Section A, B or C of the “*Declaration for Singapore Tax Purposes Form A*” (“**Form A**”) if they fall within the categories (b) to (d) stated under Note 1 or Section D of Form A if they qualify as a qualifying non-resident non-individual investor as described under Note 2.
4. The Trustee and the Manager will rely on the declarations made in Form A to determine (i) if tax is to be deducted for the categories of unitholders listed in (b) to (d) under Note 1; and (ii) if tax is to be deducted at the rate of 10% for distributions to qualifying non-resident non-individual investors.
5. **Unitholders who fall within class (a) under Note 1 are not required to submit Form A.**
6. Unitholders who do not fall within the classes of Unitholders listed in Note 1 and Note 2 above can choose not to return Form A as tax will be deducted from the distributions made to them at the prevailing corporate tax rate in any case.
7. The Trustee and the Manager will deduct tax at the prevailing corporate tax rate from distributions made out of Ascendas Reit’s taxable income that are not taxed at Ascendas Reit’s level, in respect of Units held by depository agents except where the beneficial owners of these Units are:
- (a) Individuals and the Units are not held through a partnership in Singapore;
  - (b) Qualifying Unitholders (as listed in categories (b) to (d) under Note 1); or
  - (c) Qualifying non-resident non-individual investors.

For Units held through the depository agents, the depository agents must complete the “*Declaration by Depository Agents for Singapore Tax Purposes Form B*” (“**Form B**”) and its

annexes (Annex 1 for individuals, Annexes 2 and 2.1 for qualifying Unitholders and Annex 3 for qualifying non-resident non-individuals).

8. Form A and Form B (and its annexes) will be sent to Unitholders and depository agents respectively, by Ascendas Reit's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., on or around Friday, 20 November 2020.
9. Unitholders (Form A) and the depository agents (Form B and its annexes) will have to complete the forms legibly and send it to the Unit Registrar such that it is received by **5.00 p.m.** on or around **Monday, 30 November 2020**. The Trustee and the Manager will rely on the declarations made in Form A and Form B to determine if tax is to be deducted. Failure to comply with any of these requirements will render Form A and Form B invalid and the Trustee and the Manager will be obliged to deduct the appropriate amount of tax from the distribution in respect of which this announcement is made.
10. Unitholders who hold units under the Central Provident Fund Investment Scheme ("**CPFIS**") and the Supplementary Retirement Scheme ("**SRS**") do not have to return the Form as they will receive gross distributions as long as the distributions are paid to their respective CPFIS and SRS accounts.

#### **IMPORTANT DATES AND TIMES**

<b>Date / Deadline</b>	<b>Event</b>
9.00 a.m., Tuesday, 17 November 2020	Units will be traded ex-Advanced Distribution
5.00 p.m., Wednesday, 18 November 2020	Close of Ascendas Reit's Transfer Books and Register of Unitholders for the Advanced Distribution
5.00 p.m., Monday, 30 November 2020	Unitholders and depository agents must have completed and returned the "Declaration for Singapore Tax Purposes Form A and Form B" to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd.
On or around Friday, 11 December 2020	Payment of Advanced Distribution

Should Unitholders have any queries in relation to these procedures, please do not hesitate to contact:

Wyn LIU (Ms)

Ascendas Funds Management (S) Limited

Tel: +65 6508 8840, Email: [wyn.liu@capitaland.com](mailto:wyn.liu@capitaland.com)

Or visit Ascendas Reit's website at [www.ascendas-reit.com](http://www.ascendas-reit.com)

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  
10 November 2020

**IMPORTANT REMINDER**

**Unitholders and the depository agents must complete and return the “*Declaration for Singapore Tax Purposes Forms A and B (and its annexes)*”, respectively to Boardroom Corporate & Advisory Services Pte. Ltd.’s office by 5.00 p.m. on Monday, 30 November 2020 in order to receive the distributions either at gross or at net (after deduction of tax at 10%) as described above.**

**Important Notice**

**This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.**

This announcement is for information only and does not constitute or form part of an offer, invitation or solicitation of any securities of Ascendas Reit in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, the United Kingdom, Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act or under the securities laws of any state or other jurisdiction of the United States, and any such new Units may not be offered or sold within the United States except pursuant to an exemption from, or transactions not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. Any public offering of securities to be made in the United States would be made by means of a prospectus that may be obtained from an issuer and would contain detailed information about such issuer and the management, as well as financial statements. There will be no public offering of the securities referred to herein 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 Ascendas Reit is not necessarily indicative of the future performance of Ascendas Reit.

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

This publication has not been reviewed by the Monetary Authority of Singapore.

**Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:**

The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).