



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

COMPLETION OF THE ACQUISITION OF 75% OF THE TOTAL ISSUED SHARE CAPITAL OF ASCENDAS FUSION 5 PTE. LTD., USE OF PROCEEDS FROM THE PRIVATE PLACEMENT AND ISSUANCE OF CONSIDERATION UNITS

Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the announcement of Ascendas Real Estate Investment Trust dated 4 May 2021 in relation to the Proposed Acquisition of 75% of the total issued share capital of Ascendas Fusion 5 Pte. Ltd. (the “Acquisition Announcement”).

1. COMPLETION OF THE PROPOSED ACQUISITION

Further to the Acquisition Announcement, Ascendas Funds Management (S) Limited, the manager of Ascendas Real Estate Investment Trust (“**Ascendas Reit**”, and the manager of Ascendas Reit, the “**Manager**”), is pleased to announce that Ascendas Reit has today completed the Proposed Acquisition. Ascendas Fusion 5 Pte. Ltd. (the “**Target Company**”) is now a wholly-owned subsidiary of HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Ascendas Reit (the “**Trustee**”), with the Trustee directly holding 136,186,380 ordinary shares of the Target Company representing 99.99% of the issued share capital of the Target Company, with the balance 13,620 shares of the Target Company representing 0.01% of the issued share capital of the Target Company held by PLC 8 Holdings Pte. Ltd. (the “**Ascendas Reit HoldCo**”).

As stated in the Acquisition Announcement and as disclosed in the circular to Unitholders dated 31 May 2021 (the “**Circular**”):

- (a) the purchase consideration for the Proposed Acquisition is approximately S\$372.8 million (subject to post-Completion adjustments);
- (b) the Shareholder’s Loan of S\$215.5 million has been extended by the Trustee to the Target Company to discharge the Bank Loans today; and
- (c) the Bank Loans have been discharged today.

As stated in the Acquisition Announcement and as disclosed in the circular to Unitholders dated 31 May 2021 (the “**Circular**”), the Proposed Acquisition was fully funded through debt financing, the issuance of Consideration Units to the nominee of the Vendor and the proceeds

received from the private placement of new Units to institutional and other investors as announced on SGXNET on 4 May 2021 (the “**Private Placement**”).

The acquisition fee payable to the Manager for the Proposed Acquisition (the “**Acquisition Fee**”) is approximately S\$5.4 million (being 1.0% of the proportion of the Agreed Property Value which is attributable to the Sale Shares (being 75% of the Agreed Property Value of S\$720.0 million)). As the Proposed Acquisition is an “interested party transaction” under the Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore, the Acquisition Fee will be paid to the Manager in Units, which shall not be sold within one year from the date of issuance.

In connection with completion of the Proposed Acquisition, the Vendor, the Trustee and the Target Company have today entered into a termination deed to terminate the existing amended and restated shareholders’ agreement between the Vendor, the Trustee and the Target Company.

As soon as practicable, the Manager intends to convert the Target Company into a limited liability partnership between the Trustee and Ascendas Reit HoldCo (the “**Property LLP**”) pursuant to Section 21 of the Limited Liability Partnerships Act, Chapter 163A of Singapore and to hold the Property through the Property LLP.

2. USE OF PROCEEDS FROM THE PRIVATE PLACEMENT

Further to the announcement of Ascendas Reit dated 5 May 2021 in relation to the close of the Private Placement of 142,664,000 new Units at an issue price of S\$2.944 per new Unit and the announcement of Ascendas Reit dated 15 June 2021 in relation to the use of proceeds from the Private Placement, the Manager wishes to announce that it has utilised S\$240.1 million (which is equivalent to 57.2% of the gross proceeds of the Private Placement) of the gross proceeds of approximately S\$420.0 million to partially fund the Proposed Acquisition. The use of the gross proceeds of the Private Placement is in accordance with the stated use and the percentage of the gross proceeds of the Private Placement allocated to such use.

As at the date of this announcement, details of the use of proceeds from the Private Placement are as follows:

Intended use of proceeds	Announced use of proceeds⁽¹⁾	Actual use of proceeds	Balance of proceeds not yet used
To partially fund the acquisition of the balance 75.0% stake in the property located at 1 Fusionopolis Place, Singapore 138522 and 3 Fusionopolis Place, Singapore 138523 and the associated costs	S\$240.1 million	S\$240.1 million	-
To be used for debt repayment purposes (including debt previously drawn down for investments, developments and/or asset enhancement initiatives)	S\$173.4 million (increased to S\$176.1 million due to redeployment of proceeds)	S\$175.0 million	S\$1.1 million
To pay the fees and expenses, including professional fees and expenses, incurred or to be incurred by Ascendas Reit in connection with the Private Placement.	S\$6.5 million (decreased to S\$3.8 million due to reduction of incurred fees)	S\$3.8 million	-
Total	S\$420.0 million	S\$418.9million	S\$1.1 million

Note:

(1) As set out in the launch of Private Placement announcement dated 4 May 2021.

The Manager will make further announcements on the utilisation of the remaining proceeds from the Private Placement as and when such funds are materially utilised.

3. ISSUANCE OF CONSIDERATION UNITS

In connection with completion of the Proposed Acquisition and as disclosed in the Circular, 27,173,000 Consideration Units have been issued at an issue price of S\$2.9440 per Consideration Unit to the nominee of the Vendor, Ascendas Land International (Investments) Pte. Ltd. (“ALII”), as part payment of S\$79,997,312 of the Sale Shares Consideration¹.

¹ As disclosed in the Circular, pursuant to the Share Purchase Agreement, the issue price per Consideration Unit is the same as the issue price per Unit issued pursuant to the Private Placement.

Following the issuance of the Consideration Units, the total number of Units in issue is 4,193,228,368, of which ALLI holds 752,805,766 Units representing approximately 17.95% of the total number of Units in issue; and CapitalLand Limited, through its indirectly wholly-owned subsidiaries, ALII and the Manager, holds an aggregate deemed interest on 752,831,745 Units representing approximately 17.95% of the total number of Units in issue.

The Consideration Units have been issued under a temporary stock counter from the existing Ascendas Reit stock counter. Such temporary stock counter will be maintained for the period commencing from the date of issue of the Consideration Units to the last day of “cum-distribution” trading for the existing Units, in respect of the distribution period ending 30 June 2021 (or such other period as the Manager may determine). After the last day of “cum-distribution” trading, both the Consideration Units and the existing Units will be aggregated and traded under the existing Ascendas Reit stock counter on the Main Board of the SGX-ST. The Consideration Units will not be entitled to participate in Ascendas Reit’s distribution for the period immediately preceding the date of issue of the Consideration Units.

Save as set out above, the Consideration Units will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately preceding the date of issue of the Consideration Units.

The Consideration Units are expected to be listed and quoted on the Main Board of the SGX-ST with effect from 9.00 a.m. on 1 July 2021.

BY ORDER OF THE BOARD

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

Mary Judith de Souza
Company Secretary
30 June 2021

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.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

The past performance of Ascendas Reit is not necessarily indicative of the future performance of Ascendas Reit.

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income and occupancy, changes in operating expenses, including employee wages, benefits and training, property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward looking statements, which are based on the Manager's current view of future events.