



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

## **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 at 2.30 p.m. on Tuesday, 13 September 2005 at Pan Pacific Singapore, Pacific 3, Level One, 7 Raffles Boulevard, Marina Square, Singapore 039595 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

### **ORDINARY RESOLUTION**

#### **1. ACQUISITION OF 138 DEPOT ROAD**

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the acquisition of the land marked Pte Lot No. A1897601 and comprised in Government Resurvey Lot Nos. 2308K Pt and 2813T Pt Mukim 1 together with the building to be erected thereon as well as the plant and equipment relating thereto (“**138 Depot Road**”) by A-REIT from Ascendas Tuas (Pte) Ltd (“**Ascendas Tuas**”) for an aggregate consideration between S\$41.165 million and \$42.265 million (the “**138 Depot Road Acquisition**”), on the terms and conditions set out in the sale and purchase agreement appended to the put and call option agreement dated 29 July 2004 made between HSBC Institutional Trust Services (Singapore) Limited (as trustee of A-REIT) (the “**Trustee**”) and Ascendas Tuas (and as amended and supplemented by the supplemental deed dated 25 August 2005), and for payment of all fees and expenses relating to the 138 Depot Road Acquisition (as described in the circular dated 25 August 2005 (the “**Circular**”) issued by Ascendas-MGM Funds Management Limited (as manager of A-REIT) (the “**Manager**”) to unitholders of A-REIT); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the 138 Depot Road Acquisition.

## ORDINARY RESOLUTION

### 2. ACQUISITION OF HAMILTON SUNDSTRAND BUILDING

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the acquisition of the land marked Pte Lot No. A1897603 at Changi North Rise and comprised in Government Resurvey Lot No. 4148W Pt Mukim 31 together with the building to be erected thereon as well as the plant and equipment relating thereto ("**Hamilton Sundstrand Building**") by A-REIT from Ascendas Tuas for an aggregate consideration of S\$31.0 million subject to adjustment (if any) (the "**Hamilton Acquisition**"), on the terms and conditions set out in the sale and purchase agreement appended to the put and call option agreement dated 26 July 2005 made between the Trustee and Ascendas Tuas, and for payment of all fees and expenses relating to the Hamilton Acquisition (as described in the Circular); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Hamilton Acquisition.

## ORDINARY RESOLUTION

### 3. ACQUISITION OF HOYA BUILDING

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the acquisition of the unexpired portion of the leasehold estate of 30 years commencing 16 May 2003 in respect of the whole of Lot 2399C Mukim 7 together with the building erected thereon (known as 455A Jalan Ahmad Ibrahim) as well as the plant and equipment relating thereto ("**Hoya Building**") by A-REIT from Ascendas Land (Singapore) Pte Ltd ("**Ascendas Land**") for an aggregate consideration of S\$5.3 million (the "**Hoya Acquisition**"), on the terms and conditions set out in the sale and purchase agreement appended to the put and call option agreement dated 26 July 2005 made between the Trustee and Ascendas Land, and for payment of all fees and expenses relating to the Hoya Acquisition (as described in the Circular); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Hoya Acquisition.

## ORDINARY RESOLUTION

### 4. ACQUISITION OF LOGISHUB@CLEMENTI

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the acquisition of the unexpired portion of the leasehold estate of 30 years commencing 16 May 1993 (with an option for further 30 years) in respect of the whole of Lot 6300A Mukim 5 together with the building erected thereon (known as “LogisHub@Clementi”, 2 Clementi Loop) as well as the plant and equipment relating thereto (“**LogisHub@Clementi**”) by A-REIT from Ascendas Tuas for an aggregate consideration of S\$18.07 million (the “**LogisHub Acquisition**”), on the terms and conditions set out in the sale and purchase agreement appended to the put and call option agreement dated 26 July 2005 made between the Trustee and Ascendas Tuas, and for payment of all fees and expenses relating to the LogisHub Acquisition (as described in the Circular); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the LogisHub Acquisition.

## ORDINARY RESOLUTION

### 5. ACQUISITION OF TECHQUEST

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the acquisition of the unexpired portion of the leasehold estate of 30 years commencing 16 June 1995 (with an option for a further 30 years) in respect of the whole of Lot 6864P Mukim 5 together with the building erected thereon (known as Techquest, No.7 International Business Park) as well as the plant and equipment relating thereto (“**Techquest**”) by A-REIT from Ascendas Land for an aggregate consideration of S\$7.5 million (the “**Techquest Acquisition**”), on the terms and conditions set out in the sale and purchase agreement appended to the put and call option agreement dated 26 July 2005 made between the Trustee and Ascendas Land, and for payment of all fees and expenses relating to the Techquest Acquisition (as described in the Circular); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Techquest Acquisition.

## ORDINARY RESOLUTION

### 6. ACQUISITION OF TECHVIEW

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the acquisition of the unexpired portion of the leasehold estate of 60 years commencing 9 July 1996 in respect of the whole of Lot 5471P Mukim 23 together with the building erected thereon (known as Techview, No. 1 Kaki Bukit View) as well as certain mechanical and electrical equipment relating thereto ("**Techview**") by A-REIT from Ascendas (KB View) Pte Ltd ("**Ascendas KBV**") for an aggregate consideration of S\$76.0 million (the "**Techview Acquisition**"), on the terms and conditions set out in the sale and purchase agreement appended to the put and call option agreement dated 26 July 2005 made between the Trustee and Ascendas KBV, and for payment of all fees and expenses relating to the Techview Acquisition (as described in the Circular); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Techview Acquisition.

## ORDINARY RESOLUTION

### 7. ACQUISITION OF THALES BUILDING

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the acquisition of the land marked Pte Lot No A1897604 at Changi North Rise and comprised in Government Resurvey Lot No. 4148W Pt Mukim 31 together with the building to be erected thereon as well as the plant and equipment relating thereto ("**Thales Building**") by A-REIT from Ascendas Tuas for an aggregate consideration of S\$5.75 million subject to adjustment (if any) (the "**Thales Acquisition**"), on the terms and conditions set out in the sale and purchase agreement appended to the put and call option agreement dated 26 July 2005 made between the Trustee and Ascendas Tuas, and for payment of all fees and expenses relating to the Thales Acquisition (as described in the Circular); and
- (b) the Manager, any director of the Manager, the Trustee and any Director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Thales Acquisition.

## **EXTRAORDINARY RESOLUTION**

### **8. THE ISSUE OF THE TECHVIEW CONSIDERATION UNITS**

That:

- (a) subject to and contingent upon the passing of Resolution 6, pursuant to clause 5.2.6 of the trust deed constituting A-REIT (as amended) (the “**Trust Deed**”) approval be and is hereby given for A-REIT to issue, in the manner described in the Circular, such number of the Techview Consideration Units (as defined in the Circular) to Ascendas KBV at the Issue Price (as defined in the Circular) as would be required to satisfy the Required Portion (as defined in the Circular) that Ascendas KBV elects to receive in units in A-REIT (“**Units**”); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the issue of the Techview Consideration Units.

## **EXTRAORDINARY RESOLUTION**

### **9. THE ISSUE OF NEW UNITS IN A-REIT**

That:

- (a) approval be and is hereby given for the purposes of clause 5.2.6 of the Trust Deed for A-REIT to offer and issue, in the manner described in the Circular, such number of new Units as would be required to raise up to S\$240.0 million in gross proceeds (the “**Equity Fund Raising**”); and
- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Equity Fund Raising.

## **ORDINARY RESOLUTION**

### **10. PLACEMENT OF NEW UNITS TO MGM SINGAPORE PTE. LTD.**

That:

- (a) subject to and contingent upon the passing of Resolution 9, approval be and is hereby given for the placement at the Issue Price of up to such number of new Units under the private placement tranche of the Equity Fund Raising to MGM Singapore Pte. Ltd. as would be required to maintain its unitholdings at its pre-placement level (in percentage terms) as at the Latest Practicable Date (as defined in the Circular); and

- (b) the Manager, any director of the Manager, the Trustee and any director of 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 of the Manager or, as the case may be, the Trustee or, as the case may be, such director of the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to such placement of new Units to MGM Singapore Pte. Ltd.

BY ORDER OF THE BOARD  
Ascendas-MGM Funds Management Limited  
(Company Registration No. 200201987K)  
(as manager of Ascendas Real Estate Investment Trust)

Tay Hsiu Chieh  
Company Secretary  
25 August 2005

Notes:

- (1) A unitholder of A-REIT ("**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 Office at 10 Collyer Quay, #19-08 Ocean Building, Singapore 049315, not less than 48 hours before the time appointed for the Extraordinary General Meeting.