



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

**OFFER AND PLACEMENT OF 179,292,903 NEW UNITS ("NEW UNITS") IN
ASCENDAS REAL ESTATE INVESTMENT TRUST ("A-REIT")
AT AN ISSUE PRICE OF S\$1.55 FOR EACH NEW UNIT BY WAY OF:**

- (I) **A PREFERENTIAL OFFERING OF 83,554,220 NEW UNITS TO SINGAPORE REGISTERED UNITHOLDERS (AS DEFINED IN THE A-REIT CIRCULAR DATED 18 NOVEMBER 2004 (THE "CIRCULAR")) ON A NON-RENOUNCEABLE BASIS OF 1 NEW UNIT FOR EVERY 10 OF THE EXISTING UNITS IN A-REIT ("UNITS") HELD AS AT 16 NOVEMBER 2004, 5.00 P.M. (THE "BOOKS CLOSURE DATE"), FRACTIONS OF A NEW UNIT TO BE DISREGARDED (THE "PREFERENTIAL OFFERING") AND SUBJECT TO THE ROUNDING MECHANISM (AS DEFINED IN THE CIRCULAR);**
- (II) **AN OFFERING OF 37,500,000 NEW UNITS TO THE PUBLIC IN SINGAPORE THROUGH THE AUTOMATED TELLER MACHINES ("ATMS") OF DBS BANK LTD (INCLUDING POSB ATMS) ON A "FIRST-COME, FIRST-SERVED" BASIS (THE "ATM OFFERING"); AND**
- (III) **A PRIVATE PLACEMENT OF 58,238,683 NEW UNITS TO RETAIL AND INSTITUTIONAL INVESTORS (THE "PRIVATE PLACEMENT", AND TOGETHER WITH THE PREFERENTIAL OFFERING AND ATM OFFERING, THE "EQUITY FUND RAISING").**

The Preferential Offering

The Board of Directors of Ascendas-MGM Funds Management Limited (as manager of A-REIT) (the "**Manager**") wishes to announce that, as at the close of the Preferential Offering on 25 November 2004, valid acceptances for a total of 66,872,012 New Units were received.

New Units that were not accepted by Singapore Registered Unitholders or in respect of which invalid acceptances were received constituted the remaining 16,682,208 New Units under the Preferential Offering. These New Units have been re-allocated to satisfy excess demand for New Units under the Private Placement.

Where any acceptance for the New Units was invalid, the amount paid by the relevant applicant on acceptance will be refunded, without interest or any share of the revenue or other benefit arising therefrom, within 14 market days after the close of the Preferential Offering on 25 November 2004 by any or a combination of the following:

- (a) by means of a crossed cheque sent by ordinary post at the applicant's own risk, if he accepted through The Central Depository (Pte) Limited; or
- (b) crediting the applicant's bank account with the relevant Participating Bank (as defined in the Circular) at his own risk, if he accepted through an ATM of a Participating Bank.

The ATM Offering

Of the 37,500,000 New Units available under the ATM Offering, valid applications for 37,493,000 New Units were received. The remaining 7,000 New Units, in respect of which invalid applications were received, were sold at DBS Bank Ltd's discretion.

The Private Placement

As at the close of the book of orders for the Private Placement on 18 November 2004, there were indications of interest for about 12 times the 45,307,789 New Units available for subscription under the Private Placement (which excludes the 12,930,894 New Units which MGM Singapore Pte. Ltd. has undertaken to subscribe for under the Private Placement). An aggregate of 16,682,208 New Units were re-allocated from the Preferential Offering to satisfy excess demand for New Units under the Private Placement.

The resulting aggregate of 74,920,891 New Units made available under the Private Placement, comprising the 58,238,683 New Units originally available thereunder as well as 16,682,208 New Units re-allocated from the Preferential Offering, have all been successfully placed out.

Disclosure Pursuant to Waiver of Rule 812 of the Listing Manual

ATM Offering

The directors of the Manager and their immediate family members were permitted to apply for New Units under the ATM Offering as Singapore Exchange Securities Trading Limited (the "SGX-ST") had granted a waiver of the prohibition in Rule 812 of its Listing Manual to permit such applications by the aforementioned persons.

The Board of Directors of the Manager wishes to confirm that none of the directors of the Manager and their immediate family members had applied for New Units under the ATM Offering.

Private Placement

The SGX-ST has also granted a waiver from the prohibition under Rule 812 of the Listing Manual, and, in the case of MGM Singapore Pte. Ltd., approval of A-REIT's unitholders was obtained at the extraordinary general meeting held on 2 November 2004, for the placement of New Units to The Capital Group Companies Inc., MGM Singapore Pte. Ltd., Prudential Asset Management (Singapore) Limited and UOB Asset Management Limited (each a substantial unitholder of A-REIT) under the Private Placement, where the number of New Units to be placed to each of them is no more than what would be required to maintain their proportionate unitholdings as at their pre-placement levels in percentage terms, subject to the requirement (except in the case of MGM Singapore Pte. Ltd.) that the Manager certifies that it is independent of each such substantial unitholder.

Pursuant to this, 9,624,000 New Units have been placed to The Capital Group Companies Inc.¹, 12,930,894 New Units have been placed to MGM Singapore Pte. Ltd. and 2,100,000 New Units have been placed to UOB Asset Management Limited.

¹ After the issue of the 9,624,000 New Units, The Capital Group Companies, Inc. will hold 73,208,000 Units (or 6.97% based on total Units on issue after the Equity Fund Raising, down from 8.0% before the Equity Fund Raising).

Accordingly, the Manager hereby certifies that it is independent of The Capital Group Companies Inc. and UOB Asset Management Limited.

Save as disclosed above, none of the persons listed under Rule 812 of the SGX-ST's Listing Manual has been allotted New Units under the ATM Offering or the Private Placement.

Status of the New Units and Temporary Stock Counter

The New Units will only be entitled to participate in the distributable income of A-REIT for the period from the date of their issue to 31 December 2004 whereas the existing Units are entitled to participate in A-REIT's distributable income in respect of the entire distribution period from 1 October 2004 to 31 December 2004. From A-REIT's next distribution period (1 January 2005 to 31 March 2005), the New Units will rank *pari passu* in all respects with the then existing Units, including the right to any distributions which may be paid for that distribution period as well as all distributions thereafter.

Accordingly, the New Units will be traded under a separate temporary stock counter from the date of their issue to the last day of "cum-distribution" trading for the New Units as well as the existing Units in respect of the distribution period from 1 October 2004 to 31 December 2004, which is expected to be in January 2005.

The New Units are expected to commence trading on the Main Board of the SGX-ST at 2.00 p.m. on Wednesday, 1 December 2004 under the stock counter Ascendasreit A (ISIN Code : SG1Q45922206).

BY ORDER OF THE BOARD

Ascendas-MGM Funds Management Limited
(as manager of Ascendas Real Estate Investment Trust)

Tay Hsiu Chieh
Company Secretary
30 November 2004

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 of A-REIT 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.