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THE SECURITIES OF SPH REIT 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 EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT. NO OFFERING OF THE SECURITIES IS BEING MADE IN OR INTO THE UNITED STATES.



(a real estate investment trust constituted on 9 July 2013  
under the laws of the Republic of Singapore)

### **LISTING OF SPH REIT**

*Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of SPH REIT dated 17 July 2013 and registered by the Monetary Authority of Singapore on 17 July 2013 (the “**Prospectus**”).*

#### **Issue of Units in SPH REIT**

SPH REIT Management Pte. Ltd., as manager of SPH REIT (the “**Manager**”), is pleased to announce that it has issued 2,500,994,999 units in SPH REIT (“**Units**”) comprising:

- (i) 308,884,000 Units issued pursuant to the initial public offering of SPH REIT (the “**Offering**”), consisting of (a) an international placement of 224,902,000 Units to investors, including institutional and other investors in Singapore and (b) an offering of 83,982,000 Units to the public in Singapore;
- (ii) an aggregate of 1,941,110,999 Units (the “**Consideration Units**”) issued to nominees of the Vendors in part satisfaction of the purchase consideration for Paragon and Clementi Mall (the “**Properties**”); and
- (iii) an aggregate of 251,000,000 Units (the “**Cornerstone Units**”) subscribed for by the Cornerstone Investors pursuant to separate cornerstone subscription agreements with the Manager as disclosed in the Prospectus.

Credit Suisse (Singapore) Limited is the sole global coordinator and issue manager of the Offering (the “**Global Coordinator**” or “**Sole Global Coordinator and Issue Manager**”). Credit Suisse (Singapore) Limited, DBS Bank Ltd. and Oversea-Chinese Banking Corporation Limited are the joint bookrunners and underwriters of the Offering (collectively, the “**Joint Bookrunners and Underwriters**” or the “**Joint Bookrunners**”).

Together with the one Unit held by TPR Holdings Pte. Ltd. in issue prior to the issue of the 2,500,994,999 Units as described above, the total number of Units in issue after the completion of the Offering is 2,500,995,000 Units.

The Units will commence trading on a “ready” basis at 2.00 p.m. on 24 July 2013.

### **Completion of Acquisition of the Properties**

The Manager is also pleased to announce that SPH REIT has today completed the acquisition of the Properties.

### **Use of Proceeds**

Gross proceeds of S\$503.9 million have been raised from the Offering and the Cornerstone Units, and an amount of S\$850.0 million has been drawn down from the Facility. Most of the gross proceeds raised and the amount drawn down from the Facility have today been disbursed towards the following:

- (i) payment to the Vendors for the purchase price payable in relation to the acquisition of the Properties;
- (ii) payment of certain transaction costs incurred in relation to the Offering; and
- (iii) payment for plant and equipment<sup>1</sup> in relation to the Properties.

The balance amount of approximately S\$20.0 million will be utilised for the payment of certain transaction costs incurred in relation to the Offering and the Facility.

### **Announcement Pursuant to Rule 210(5)(a) of the Listing Manual of the SGX-ST**

Pursuant to Rule 210(5)(a) of the Listing Manual of the SGX-ST, the Manager wishes to announce that three directors of the Manager, namely Mr Leong Horn Kee, Mr Soon Tit Koon and Mr Chan Heng Loon Alan, have prior experience as directors of public listed companies in Singapore, and are familiar with the roles and responsibilities of a director of a public listed company in Singapore.

The other three directors, namely Mr David Chia Chay Poh, Mr Anthony Mallek and Ms Ginney Lim May Ling, do not have prior experience as directors of public listed companies in Singapore but have received relevant training to familiarise themselves with the roles and responsibilities of directors of a manager of a public-listed REIT.

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<sup>1</sup> Includes certain sculptures presently located at Paragon as well as a new sculpture to be installed at Paragon in due course.

Issued jointly by  
**Credit Suisse (Singapore) Limited**  
**DBS Bank Ltd.**  
**Oversea-Chinese Banking Corporation Limited**

For and on behalf of  
**SPH REIT Management Pte. Ltd., as manager of SPH REIT**

24 July 2013

### **IMPORTANT NOTICE**

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of SPH 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.

The value of the 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, DBS Trustee Limited (as trustee of SPH REIT), Singapore Press Holdings Limited (the “**Sponsor**”), the Sole Global Coordinator and Issue Manager, the Joint Bookrunners and Underwriters or any of their respective affiliates.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Manager redeem or purchase 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. The past performance of the Manager is not indicative of the future performance of the Manager.

This announcement is not an offer to sell nor a solicitation of an offer to buy Units in the United States. The Units have not been and will not be registered under the Securities Act or any state securities laws. The Units may not be offered or sold in the United States absent registration under the Securities Act or except pursuant to an exemption therefrom, and any applicable state securities laws. No offering of the Units is being made in or into the United States. This announcement is not for publication or distribution in or into the United States.