



SPH REIT MANAGEMENT PTE. LTD.
(Registration No: 201305497E)
(Incorporated in the Republic of Singapore)

1Q FY2022 DISTRIBUTION

INTRODUCTION

The board of directors (the “**Board**”) of SPH REIT Management Pte. Ltd., as manager of SPH REIT (the “**Manager**”), refers to:

- (i) the announcement dated 4 February 2022 in respect of the appointment by the Manager of the independent financial adviser (“**IFA**”) to advise the directors of the Manager who are considered independent for the purposes of the possible chain offer for SPH REIT (the “**Appointment of IFA Announcement**”); and
- (ii) the announcement dated 4 February 2022 in respect of the notice of books closure and distribution payment date on SPH REIT’s distribution payment for the first quarter financial period (“**1Q FY2022**”) from 1 September 2021 to 30 November 2021 (the “**1Q FY2022 Distribution**”, and the announcement, the “**Books Closure Date Announcement**”).

Further to the Appointment of IFA Announcement and the Books Closure Date Announcement, the Board wishes to inform Unitholders (as defined below) that the IFA and auditor of SPH REIT have completed their respective reports on SPH REIT’s 1Q FY2022 Distribution in connection with Rule 25 of the Singapore Code on Take-overs and Mergers (the “**Take-Over Code**”). Accordingly, the Board is pleased to announce the quantum of the distribution per unit of SPH REIT (“**Unit**”) as set out below.

1Q FY2022 DISTRIBUTION

The Board wishes to announce SPH REIT’s distribution of **1.24 cents** per Unit for the period from **1 September 2021 to 30 November 2021** (“**Distribution**”).

The Distribution comprises the two components of:-

- (a) taxable income distribution of 1.19 cents; and
- (b) tax-exempt income distribution of 0.05 cents.

Unitholders of SPH REIT (“**Unitholders**”) whose securities accounts with The Central Depository (Pte) Limited are credited with Units as at the Record Date, being 14 February 2022 at 5.00 p.m., will be entitled to the Distribution to be paid on **28 February 2022**.

Unitholders are advised to refer to the Books Closure Date Announcement for instructions on declaration for Singapore tax purposes.

IMPORTANT DATES AND TIMES

Date / Deadline	Event
14 February 2022 at 5.00 p.m.	Closure of the Transfer Books and Register of Unitholders of SPH REIT (Record Date)
18 February 2022 at 5.00 p.m.	Unitholders and depository agents must have completed and returned Form A or Form B, as applicable, to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd.
28 February 2022	Payment of Distribution

REPORTS OF AUDITOR AND IFA

The accompanying reports as attached to this Announcement from the auditor and IFA of SPH REIT have been prepared and provided to Unitholders solely for the purpose of complying with Rule 25 of the Take-over Code in light of the possible chain offer for SPH REIT.

RESPONSIBILITY STATEMENT

The directors of the Manager (including those who have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement (the omission of which would render any statement in this Announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by SPH REIT Management Pte. Ltd.
As manager of SPH REIT
9 February 2022

IMPORTANT NOTICE

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

The value of Units and the income derived from them, if any, may fall or 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 Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.



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**The Board of Directors
SPH REIT Management Pte. Ltd.
(in its capacity as Manager of SPH REIT)**

**Review of the Interim Financial Information
For the First Quarter Ended 30 November 2021**

We have reviewed the accompanying Interim Financial Information of SPH REIT (the “Trust”) and its subsidiaries (collectively the “Group”) for the first quarter ended 30 November 2021. The Interim Financial Information consists of the following:

- Statements of financial position of the Group and the Trust as at 30 November 2021;
- Portfolio statements of the Group and Trust as at 30 November 2021;
- Statement of total return of the Group for the first quarter ended 30 November 2021;
- Distribution statement of the Group for the first quarter ended 30 November 2021;
- Statements of changes in unitholders’ funds of the Group and the Trust for first quarter ended 30 November 2021;
- Statement of cash flows of the Group for the first quarter ended 30 November 2021; and
- Certain explanatory notes to the above financial information.

The Manager of the Trust is responsible for the preparation and presentation of this Interim Financial Information in accordance with the provisions of the Statement of Recommended Accounting Practice (“RAP”) *7 Reporting Framework for Investment Funds* issued by the Institute of Singapore Chartered Accountants. Our responsibility is to express a conclusion on these Interim Financial Statements based on our review.

Scope of review

We conducted our review in accordance with Singapore Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Singapore Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Other matter

The Interim Financial Information for the comparative period ended 30 November 2020 have not been audited or reviewed.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Interim Financial Information is not prepared, in all material respects, in accordance with the provisions of RAP 7 issued by the Institute of Singapore Chartered Accountants.

Restriction on use

Our report is provided in accordance with the terms of our engagement. Our work was undertaken so that we might report to you on the Interim Financial Information for the purpose of assisting the Trust to comply with the requirements of Rule 25 of the Singapore Code on Take-overs and Mergers issued by the Monetary Authority of Singapore and for no other purpose. Our report is included in the Trust's announcement of its 1Q FY2022 distribution for the information of its unitholders. We do not assume responsibility to anyone other than the Trust for our work, for our report, or for the conclusions we have reached in our report.



KPMG LLP

*Public Accountants and
Chartered Accountants*

Singapore
9 February 2022



PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

9 February 2022

DBS Trustee Limited (as trustee of SPH REIT)
c/o SPH REIT Management Pte Ltd (the "Manager")
1000 Toa Payoh North
News Centre
Singapore 318994

Dear Sirs,

**REPORT FROM THE IFA IN RESPECT OF THE 1Q FY2022 DISTRIBUTION (AS DEFINED HEREIN)
MADE BY THE MANAGER OF SPH REIT (THE "TRUST" AND ITS SUBSIDIARIES, THE "GROUP")**

POSSIBLE CHAIN OFFER FOR THE UNITS IN SPH REIT

For the purpose of this letter, capitalised terms not otherwise defined shall have the meaning given to them in the announcement relating to the possible chain offer released on 15 November 2021.

On 15 November 2021, the Trust announced a possible chain offer that may arise upon the completion of the Cuscaden Scheme depending on the eventual level of election by SPH Eligible Shareholders for either the All Cash Consideration or the Cash and Units Consideration.

On 9 February 2022, the Trust announced the quantum of its distribution for the first quarter ended 30 November 2021 (the "1Q FY2022 Distribution"). This letter has been prepared for inclusion in the 1Q FY2022 Distribution announcement and we have given and have not withdrawn our consent to the release of the 1Q FY2022 Distribution announcement with the inclusion therein of our name and this letter.

We have examined the 1Q FY2022 Distribution and have discussed the same with the management of the Manager of the Trust who are responsible for its preparation. We have also considered the report by KPMG LLP (the Group's auditors) dated 9 February 2022 on their review of the Interim Financial Information (as defined in the report by KPMG LLP) of the Group for the first quarter ended 30 November 2021. For the purpose of this letter, we have relied on and assumed the accuracy and completeness of all information provided to us by the Manager. Save as provided in this letter, we do not express any other opinions or views on the 1Q FY2022 Distribution. The Board of Directors of the Manager remains solely responsible for the 1Q FY2022 Distribution.

Based on the above, we are of the opinion that the 1Q FY2022 Distribution has been prepared by, and proposed to the Board of Directors by the Manager after due and careful enquiry.

This letter is provided to the Board of Directors of the Manager solely for the purpose of complying with Rule 25 of the Singapore Code on Take-overs and Mergers and not for any other purpose. We do not accept any responsibility to any person(s), other than the Board of Directors of the Manager in respect of, arising out of, or in connection with this letter.

Yours sincerely
For and on behalf of
PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.



Mark Liew
Chief Executive Officer and Executive Director