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**SPH REIT MANAGEMENT PTE. LTD.**

(Registration No: 201305497E)  
(Incorporated in the Republic of Singapore)

**RECEIPT OF APPROVAL IN-PRINCIPLE FOR LISTING AND QUOTATION OF 156,645,000  
NEW UNITS IN SPH REIT PURSUANT TO THE PRIVATE PLACEMENT**

*Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the announcement of SPH REIT dated 22 November 2019 in relation to the close of private placement (the “**Close of Placement Announcement**”).*

Further to the Close of Placement Announcement in relation to the placement of 156,645,000 new units in SPH REIT (the “**New Units**”) at an issue price of S\$1.050 per New Unit (the “**Private Placement**”), SPH REIT Management Pte. Ltd., in its capacity as manager of SPH REIT (the “**Manager**”), is pleased to announce that approval in-principle had been obtained on 27 November 2019 from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing of, dealing in and quotation on the Main Board of the SGX-ST of 156,645,000 New Units which are proposed to be issued pursuant to the Private Placement.

The SGX-ST’s approval in-principle is not to be taken as an indication of the merits of the New Units, the Private Placement, SPH REIT and/or its subsidiaries.

In respect of the Private Placement, the SGX-ST’s approval in-principle is subject to:

- (i) compliance with the SGX-ST’s listing requirements;
- (ii) submission of:
  - (a) a written undertaking from the Manager that it will comply with Rule 803 of the Listing Manual of the SGX-ST (the “**Listing Manual**”);

- (b) a written undertaking from the Joint Lead Managers and Underwriters that they will ensure that SPH REIT will comply with Rule 803 of the Listing Manual;
- (c) a written confirmation from the Manager that it will not issue the New Units to persons prohibited under Rule 812(1) of the Listing Manual;
- (d) a written undertaking from the Manager that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of proceeds from the Private Placement and where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in SPH REIT's announcements on use of proceeds and in its annual report; and
- (e) a written confirmation from the Joint Lead Managers and Underwriters that the New Units will not be placed out to persons prohibited under Rule 812(1) of the Listing Manual.

Issued by SPH REIT Management Pte. Ltd.

As manager of SPH REIT

27 November 2019

## **IMPORTANT NOTICE**

**This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.**

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, changes in operating expenses, (including employee wages, benefits and training costs), 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.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

The value of the Units and the income derived from them, if any, may fall or rise. The Units are not obligations of, deposits in, or guaranteed by, the Manager or DBS Trustee Limited, as trustee of SPH REIT. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

This announcement is for information purposes only and does not constitute or form part of an offer for sale, solicitation, or an invitation or offer to acquire, 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.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction. The Units referred to herein have not been, and will not be, registered under the Securities Act and may not be offered or sold in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. No public offering of securities is being made in the United States.

Investors should note that they 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.

The past performance of SPH REIT and the Manager is not necessarily indicative of the future performance of SPH REIT and the Manager.

### **Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:**

The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).