VIVA INDUSTRIAL TRUST

Comprising:

VIVA INDUSTRIAL REAL ESTATE INVESTMENT TRUST	**VIVA INDUSTRIAL BUSINESS TRUST**
(a real estate investment trust constituted on 23 August 2013 under the laws of the Republic of Singapore) managed by	(a business trust constituted on 14 October 2013 under the laws of the Republic of Singapore) managed by
Viva Industrial Trust Management Pte. Ltd.	**Viva Asset Management Pte. Ltd.**

Standard Chartered Securities (Singapore) Pte. Limited, Merrill Lynch (Singapore) Pte. Ltd. and The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch were the Joint Global Coordinators and Issue Managers for the initial public offering and listing of Viva Industrial Trust (the "**Offering**"). Standard Chartered Securities (Singapore) Pte. Limited, Merrill Lynch (Singapore) Pte. Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, CIMB Securities (Singapore) Pte. Ltd., Maybank Kim Eng Securities Pte. Ltd. and Credit Suisse (Singapore) Limited were the Joint Bookrunners and Underwriters for the Offering.

ANNOUNCEMENT

PROPOSED ACQUISITION OF THE TAI SENG PROPERTY AND THE UBI PROPERTY

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1. INTRODUCTION

1.1 The Proposed Acquisition of the Tai Seng Property and the Ubi Property

Viva Industrial Trust Management Pte. Ltd., as manager of Viva Industrial Real Estate Investment Trust ("**VI-REIT**", and the manager of VI-REIT, the "**REIT Manager**") and Viva Asset Management Pte. Ltd., as trustee-manager of Viva Industrial Business Trust ("**VI-BT**" and collectively with VI-REIT, the stapled group, Viva Industrial Trust or "**VIT**", and the trustee-manager of VI-BT, the "**Trustee-Manager**", and collectively with the REIT Manager, the "**Managers**"), are pleased to announce that The Trust Company (Asia) Limited, as trustee of VI-REIT (the "**REIT Trustee**") has entered into:

1.1.1 a put and call option agreement (the "**Home-Fix Option Agreement**") with Home-Fix D.I.Y. Pte Ltd ("**Home-Fix**") in relation to the acquisition of the property located at 19 Tai Seng Avenue, Singapore 534054 (the "**Tai Seng Property**") and the mechanical and electrical equipment therein; and

1.1.2 an option agreement (the "**Meiban Option Agreement**") with Meiban Investment Pte Ltd ("**Meiban**") in relation to the acquisition of the property located at 11 Ubi Road 1, Singapore 408723 (the "**Ubi Property**") and the mechanical and electrical equipment therein,

(collectively, the "**Acquisitions**").

Under the Home-Fix Option Agreement, the REIT Trustee and Home-Fix will be deemed to have entered into a sale and purchase agreement (the "**Home-Fix SPA**") on the date the option is exercised. The option may be exercised only after the JTC Corporation ("**JTC**") approves the sale of the Tai Seng Property. On completion, the REIT Trustee and Home-Fix will enter into a master lease agreement (the "**Home-Fix Master Lease Agreement**") pursuant to which the Tai Seng Property will be leased back to Home-Fix (the "**Home-Fix Master Lease**").

Under the Meiban Option Agreement, the REIT Trustee and Meiban will be deemed to have entered into a sale and purchase agreement (the "**Meiban SPA**") on the date the REIT Trustee exercises the option. The REIT Trustee may exercise the option only after the Housing and Development Board ("**HDB**") approves the sale of the Ubi Property. On completion, the REIT Trustee and Meiban will enter into lease agreements (the "**Meiban Lease Agreements**") pursuant to which parts of the Ubi Property will be leased back to Meiban (the "**Meiban Lease**").

1.2 Information on the Tai Seng Property and the Ubi Property (collectively, the "Properties")

1.2.1 The Tai Seng Property

The Tai Seng Property is a 7-storey industrial building with a mezzanine level on the 1st storey and ample covered carpark, with a gross floor area ("**GFA**") of approximately 120,556 square feet ("**sq ft**"). It is sited within Paya Lebar iPark, an estate which supports leading enterprises involved in lifestyle and knowledge-driven industries. The surrounding area comprises predominantly state-of-the-art industrial buildings and data centres. Tai Seng MRT Station is located just a short walk away across Upper Paya Lebar Road.

1.2.2 The Ubi Property

The Ubi Property comprises a 2-storey and a 7-storey single-user light industrial building with a basement carpark. It is located within the established Ubi industrial zone, with easy access to the nearby amenities. The Macpherson MRT Station that serves the existing Circle Line and the upcoming Downtown Line is also located within short walking distance from the Ubi Property.

2. DETAILS OF THE ACQUISITIONS

2.1 Purchase Consideration and Valuation

2.1.1 The Tai Seng Property

The purchase consideration for the Tai Seng Property is S$42.0 million (excluding an estimated upfront land premium for the balance of the initial 30-year lease term of S$4.8 million (subject to final confirmation by JTC)) and was negotiated on a willing-buyer and willing-seller basis, taking into account the independent valuation by Colliers International Consultancy & Valuation (Singapore) Pte Ltd ("**Colliers**"). Colliers has been appointed as the independent property valuer to value the Tai Seng Property. Colliers, in its market valuation report dated 27 July 2015, stated that the "market value" of the Tai Seng Property (including an estimated upfront land premium for the balance of the initial 30-year lease term) is S$47.8 million (based on the discounted cash flow analysis, the income capitalisation approach and direct comparison method).

2.1.2 The Ubi Property

The purchase consideration for the Ubi Property is S$80.7 million (excluding an estimated upfront land premium for the balance of the initial 30-year lease term of S$5.3 million (subject to final confirmation by HDB)) and was negotiated on a willing-buyer and willing-seller basis, taking into account the independent valuation by Suntec Real Estate Consultants Pte Ltd ("**Suntec Real Estate**"). Suntec Real Estate has been appointed as the independent property valuer to value the Ubi Property. Suntec Real Estate, in its market valuation report dated 14 July 2015, stated that the "market value" of the Ubi Property (including an estimated upfront land premium for the balance of the initial 30-year lease term) is S$87.0 million (based on the discounted cash flow approach and the income capitalization approach).

2.2 Estimated Total Acquisition Cost

The estimated total cost of the Acquisitions (the "**Total Acquisition Cost**") is approximately S$137.9 million, comprising:

2.2.1 the purchase consideration of S$42.0 million for the Tai Seng Property;

2.2.2 the purchase consideration of S$80.7 million for the Ubi Property;

2.2.3 upfront land premium and stamp duty payable of S$13.8 million for both the Tai Seng Property and the Ubi Property;

2.2.4 the acquisition fee payable to the REIT Manager for the Acquisitions in accordance with the trust deed dated 23 August 2013 (as amended) constituting VI-REIT (the "**REIT Trust Deed**"), of approximately S$1.2 million (being 1.0% of the total purchase consideration for the Properties); and

2.2.5 the estimated professional and other transaction fees and expenses incurred or to be incurred by VI-REIT in connection with the Acquisitions (inclusive of due diligence costs and costs incurred in relation to the valuation reports) of approximately S$0.2 million.

2.3 Certain Terms and Conditions of the Sale and Purchase Agreements

2.3.1 The Home-Fix SPA

The principal terms of the Home-Fix SPA include, among others, the following conditions precedent:

(i) Home-Fix obtaining the requisite approvals from JTC for the sale and leaseback;

(ii) the REIT Trustee obtaining funds to finance its acquisition of the Tai Seng Property;

(iii) (in the event that the REIT Manager launches any equity fund raising exercise involving the issuance of new stapled securities in VIT ("**Stapled Securities**")) no stop order or similar order having been issued by the Monetary Authority of Singapore or any court or other judicial, governmental or regulatory authority in relation to such proposed equity fund raising exercise; and

(iv) (in the event that the REIT Manager launches any equity fund raising exercise involving the issuance of new Stapled Securities) the in-principle approval of Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the listing and quotation of the new Stapled Securities not having been revoked or withdrawn.

2.3.2 The Meiban SPA

The principal terms of the Meiban SPA include, among others, the following conditions precedent:

(i) Meiban obtaining the requisite approvals from HDB for the sale and partial leaseback of the Ubi Property;

(ii) the REIT Trustee obtaining funds to finance its acquisition of the Ubi Property;

(iii) (in the event that the REIT Manager launches any equity fund raising exercise involving the issuance of new Stapled Securities) no stop order or similar order having been issued by the Monetary Authority of Singapore or any court or other judicial, governmental or regulatory authority in relation to such proposed equity fund raising exercise; and

(iv) (in the event that the REIT Manager launches any equity fund raising exercise involving the issuance of new Stapled Securities) the in-principle approval of SGX-ST for the listing and quotation of the new Stapled Securities not having been revoked or withdrawn.

On completion, the existing leases at the Ubi Property will be assigned or novated to the REIT Trustee, and the REIT Trustee and Meiban will enter into the Meiban Lease Agreements in respect of the remaining space of the Ubi Property for a term of 10 years from completion.

On completion, the REIT Trustee, the REIT Manager and Meiban will also enter into an integrated facilities management agreement, where the REIT Trustee will appoint Meiban to, *inter alia*, operate, maintain, manage and market the Ubi Property for and on behalf of the REIT Trustee for an initial period of 10 years (the "**Meiban Facilities Management Agreement**").

2.4 Certain Terms and Conditions of the Home-Fix Master Lease Agreement

Pursuant to the Home-Fix Master Lease Agreement, the Tai Seng Property will be leased to Home-Fix for a term of 10 years from completion with an annual rental escalation of 1.5% commencing from the beginning of the third year of the Home-Fix Master Lease until the end of the 10-year leaseback period. The master lease rental for the first year of the Home-Fix Master Lease is approximately S$3.0 million. The Home-Fix Master Lease is structured as a double net lease as no land rent is payable given that the upfront land premium will be paid by the REIT Trustee on completion.

Pursuant to the Home-Fix Master Lease Agreement, Home-Fix will pay and maintain with the REIT Trustee, for the duration of each year of the term of the Home-Fix Master Lease, a security deposit amount equivalent to 24 months of the master lease rental by way of bank guarantee.

2.5 Certain Terms and Conditions of the Meiban Lease Agreements

The Ubi Property will be partially leased back to Meiban for a term of 10 years from completion with an annual rental escalation of 1.5% commencing from the beginning of the third year of the Meiban Lease until the end of the 10-year leaseback period. The net property income to be derived from the Ubi Property for the first year after completion is estimated at S$6.0 million (excluding the fees payable to the Property Manager (as defined herein)).

Meiban will pay and maintain with the REIT Trustee, for the duration of each year for the period of 10 years from completion, a specified security deposit amount by way of bank guarantee for the whole of the Ubi Property.

On completion, Meiban Group Pte Ltd, the holding company of Meiban, will furnish a corporate guarantee to the REIT Trustee in respect of the obligations of Meiban under the Meiban Lease Agreements.

2.6 Details of the Meiban Facilities Management Agreement

Pursuant to the Meiban Facilities Management Agreement, Meiban will be appointed as the integrated facilities manager to operate, maintain and manage the Ubi property upon completion of the acquisition. As Meiban is the original landlord and enjoys a high degree of familiarity with the Ubi Property and its current tenants, appointing Meiban as the integrated facilities manager would be more cost efficient and would minimise any disruption to the operations of the Ubi Property and to its existing tenants.

Viva Real Estate Asset Management Pte. Ltd., the property manager of VI-REIT (the "**Property Manager**"), will be responsible for the overall management of the Ubi Property. While Meiban shall be appointed as the integrated facilities manager pursuant to the Meiban Facilities Management Agreement, Meiban is required, under the terms of the Meiban Facilities Management Agreement, to operate, maintain and manage the Ubi Property in consultation with, and under the supervision of, the Property Manager and the REIT Manager.

Pursuant to the Meiban Facilities Management Agreement, the REIT Trustee is required to pay Meiban a management fee of S$84,000 per annum and a property upkeep fee of S$830,000 per annum for the first two years (and an annual escalation of 1.5% from the beginning of the third year onwards) in respect of the Ubi Property. The aforesaid management fee of S$84,000 per annum payable to Meiban by the REIT Trustee under the Meiban Facilities Management Agreement will be fully reimbursed by the Property Manager who will charge the REIT Trustee for property management fee in respect of the Ubi Property in accordance with the terms of the existing property management agreement entered into by the REIT Trustee, the REIT Manager and the Property Manager.

3. RATIONALE FOR THE PROPOSED ACQUISITIONS

3.1 The Proposed Acquisitions are in line with VI-REIT's Investment Strategy

The REIT Manager aims to achieve distribution growth and enhance the value of VI-REIT's property portfolio by further diversifying the portfolio over time through, *inter alia*, selectively acquiring additional properties that meet the REIT Manager's investment criteria. The proposed Acquisitions are in line with the REIT Manager's growth strategy of acquiring well-located, good quality assets that deliver stable distribution and maximise returns to Stapled Securityholders.

3.2 Strategic Location of the Properties

The Tai Seng Property is located within a short walk from the Tai Seng MRT Station and within a short drive away to Pan-Island Expressway (PIE) and Kallang-Paya Lebar Expressway (KPE), while the Ubi Property is located within short walking distance to Macpherson MRT Station, which serves the existing Circle Line and the upcoming Downtown Line, and within easy access to the PIE and KPE.

3.3 Portfolio and Income Diversification and Enlarged Tenant Base

The proposed Acquisitions will diversify the current portfolio by further enhancing the portfolio and income diversification of VI-REIT arising from an enlarged portfolio and tenant base, and reduce its reliance on the income stream from any single property. Following the proposed Acquisitions, the contribution by the top 10 tenants to VI-REIT's property income is expected to be reduced by 1.3%, from 49.6% to 48.3%.

3.4 Increased Portfolio Size and Weighted Average Lease Expiry

VI-REIT will benefit from the increased portfolio size which creates a stronger platform for further acquisition growth, primarily due to better access to both the capital markets and the debt markets. Following completion of the Acquisitions, VI-REIT will increase its investment property base by 14.1% to approximately S$1.1 billion.

In addition, the weighted average lease expiry (by rental income) is expected to increase from 3.3 years to 4.2 years[1]. This will boost the long-term cash flow of VI-REIT and provide good cash flow visibility.

4. METHOD OF FINANCING AND FINANCIAL EFFECTS

4.1 Method of Financing

It is intended that the Total Acquisition Cost will be funded by a combination of debt and equity. The Managers are considering undertaking a private placement of new Stapled Securities ("**New Stapled Securities**") to institutional and other investors to raise gross proceeds of up to S$70.0 million to part finance the Total Acquisition Cost (the "**Private Placement**"). The balance thereof will be funded by debt.

The Managers will consider, *inter alia*, the prevailing market conditions in determining the optimal funding structure of the proposed Acquisitions. The final decision regarding the proportion of equity and debt funding to be employed for purposes of financing the Total Acquisition Cost will be made by the Managers at the appropriate time.

Further details regarding the Private Placement will be announced by the Managers in due course and specific approval will be sought from Stapled Securityholders for (i) the issuance of the New Stapled Securities and (ii) the placement of New Stapled Securities to restricted placees under the Private Placement. For the avoidance of doubt, it is currently expected that New Stapled Securities will also be placed to Meiban and Home-Fix under the Private Placement.

4.2 Financial Effects

4.2.1 Assumptions

The pro forma financial effects of the proposed Acquisitions on the distribution per Stapled Security ("**DPS**") and the net asset value ("**NAV**") per Stapled Security, and the pro forma capitalisation of VIT presented below are strictly for illustrative purposes only and were prepared based on the audited consolidated financial statements of VIT for the financial year ended 31 December 2014 ("**FY2014**") after taking into account the 80.3 million new Stapled Securities issued pursuant to a private placement completed on 16 June 2015, which raised net proceeds of approximately S$61.1 million (the "**June 2015 Private Placement**"), and the following assumptions:

1 Based on net property income and rental support for the month of June 2015, taking into account the master lease arrangements and the rental support arrangements, assuming that renewal options are not exercised.

(i) **Scenario 1** – the acquisition by VI-REIT of the Tai Seng Property only and assuming that 50.0% of the total acquisition cost of S$48.6 million[1] for the Tai Seng Property will be funded by debt financing and the remaining 50.0% will be funded by equity financing;

(ii) **Scenario 2** – the acquisition by VI-REIT of the Ubi Property only and assuming that 50.0% of the total acquisition cost of S$89.3 million[2] for the Ubi Property will be funded by debt financing and the remaining 50.0% will be funded by equity financing;

(iii) **Scenario 3** – the acquisition by VI-REIT of both the Tai Seng Property and the Ubi Property, and assuming that 50.0% of the Total Acquisition Cost will be funded by debt financing and the remaining 50.0% will be funded by equity financing; and

(iv) The following number of new Stapled Securities is assumed to be issued for Scenario 1, Scenario 2 and Scenario 3 respectively (as set out in the table below) at an illustrative issue price of S$0.785 per Stapled Security for the Private Placement and the issuance of new Stapled Securities as payment of the REIT Manager's fees and the Property Manager's fees attributable to each of the Properties.

	Number of Stapled Securities ('000)		
	Scenario 1	**Scenario 2**	**Scenario 3**
Assumed number of new Stapled Securities to be issued under the Private Placement	30,949	56,895	87,844
Assumed number of new Stapled Securities to be issued as payment of the REIT Manager's fees and the Property Manager's fees	140	296	436
Total number of new Stapled Securities assumed to be issued	31,089	57,191	88,280

1 Including:
(a) the acquisition fee payable to the REIT Manager for the acquisition of the Tai Seng Property in accordance with the REIT Trust Deed of approximately S$0.4 million (being 1.0% of the purchase consideration for the Tai Seng Property);
(b) upfront land premium and stamp duty payable of approximately S$6.1 million; and
(c) the estimated professional and other transaction fees and expenses incurred or to be incurred by VI-REIT in connection with the acquisition of the Tai Seng Property (inclusive of due diligence costs and costs incurred in relation to the valuation report) of approximately S$0.1 million.

2 Including:
(a) the acquisition fee payable to the REIT Manager for the acquisition of the Ubi Property in accordance with the REIT Trust Deed of approximately S$0.8 million (being 1.0% of the purchase consideration for the Ubi Property);
(b) upfront land premium and stamp duty payable of approximately S$7.7 million; and
(c) the estimated professional and other transaction fees and expenses incurred or to be incurred by VI-REIT in connection with the acquisition of the Ubi Property (inclusive of due diligence costs and costs incurred in relation to the valuation report) of approximately S$0.1 million.

The pro forma financial effects are for illustrative purposes only and do not represent VIT's DPS and NAV per Stapled Security following the completion of the Acquisitions.

4.2.2 Pro Forma Financial Effects for FY2014

(i) Pro Forma DPS

FOR ILLUSTRATIVE PURPOSES ONLY: the pro forma financial effects of the Acquisitions on the DPS for FY2014, as if VIT had completed the June 2015 Private Placement, the Acquisitions and the Private Placement on 1 January 2014 and held the Properties through to 31 December 2014, are as follows:

	Pro Forma Effects of the Acquisitions for FY2014				
	Before the Acquisitions	**After the June 2015 Private Placement but before the Acquisitions and the Private Placement**	**Scenario 1**	**Scenario 2**	**Scenario 3**
Distributable Income [(1)] (S$'000)	40,967	40,967	42,994 [(2)]	45,104 [(2)]	47,131 [(2)]
No. of Stapled Securities ('000)	599,530 [(3)]	679,877 [(4)]	710,966 [(5)]	737,068 [(5)]	768,157 [(5)]
DPS (cents)	6.833	6.026	6.047	6.119	6.136

Notes:

(1) The distributable income of VIT represents the aggregate of distributions by VI-REIT and VI-BT. The distribution of VIT for FY2014 is contributed solely by VI-REIT as VI-BT was dormant during FY2014. Accordingly, only the income available for distribution of VI-REIT has been presented.

(2) Includes (i) pro forma gross rental revenue from the Tai Seng Property, the Ubi Property or the Properties (as the case may be) and (ii) deduction of additional borrowing costs and property expenses under each scenario.

(3) Applicable number of Stapled Securities for the calculation of DPS for FY2014.

(4) Based on the applicable number of Stapled Securities for the calculation of DPS in Note (3) above and the issuance of 80.3 million new Stapled Securities pursuant to the June 2015 Private Placement.

(5) Based on the applicable number of Stapled Securities for the calculation of DPS in Note (4) above and the approximate number of new Stapled Securities assumed to be issued in respect of each scenario at an illustrative issue price of S$0.785 per Stapled Security for the Private Placement and the issuance of new Stapled Securities as payment of the REIT Manager's fees and the Property Manager's fees attributable to each of the Properties.

(ii) **Pro Forma NAV per Stapled Security**

FOR ILLUSTRATIVE PURPOSES ONLY: the pro forma financial effects of the Acquisitions on the NAV per Stapled Security as at 31 December 2014, as if the June 2015 Private Placement, the Acquisitions and the Private Placement were completed on 31 December 2014, are as follows:

	Pro Forma Effects of the Acquisitions as at 31 December 2014				
	Before the Acquisitions	**After the June 2015 Private Placement but before the Acquisitions and the Private Placement**	**Scenario 1**	**Scenario 2**	**Scenario 3**
NAV (S$'000)	471,486	532,647	556,152	574,984	598,489
No. of Stapled Securities ('000)	621,884 (1)	702,231 (2)	733,180 (3)	759,126 (3)	790,075 (3)
NAV per Stapled Security (cents)	75.82	75.85	75.85	75.74	75.75

Notes:

(1) Number of issued and issuable Stapled Securities as at 31 December 2014.

(2) Based on the number of issued and issuable Stapled Securities as at 31 December 2014 in Note (1) above and the issuance of 80.3 million new Stapled Securities pursuant to the June 2015 Private Placement.

(3) Based on the number of issued and issuable Stapled Securities as at 31 December 2014 in Note (2) above and the approximate number of new Stapled Securities assumed to be issued in respect of each scenario at an illustrative issue price of S$0.785 per Stapled Security for the Private Placement.

FOR ILLUSTRATIVE PURPOSES ONLY: Based on the unaudited consolidated financial statements of VIT for the six-month period ended 30 June 2015, the pro forma financial effects of the Acquisitions on the NAV per Stapled Security as at 30 June 2015, as if the Acquisitions and the Private Placement were completed on 30 June 2015, are as follows:

	Pro Forma Effects of the Acquisitions as at 30 June 2015			
	Before the Acquisitions	**Scenario 1**	**Scenario 2**	**Scenario 3**
NAV (S$'000)	585,660	609,165	627,997	651,502
No. of Stapled Securities ('000)	705,632 (1)	736,581 (2)	762,528 (2)	793,477 (2)
NAV per Stapled Security (cents)	83.00	82.70	82.36	82.11

Notes:

(1) Number of issued and issuable Stapled Securities as at 30 June 2015.

(2) Based on the number of issued and issuable Stapled Securities as at 30 June 2015 in Note (1) above and the approximate number of new Stapled Securities assumed to be issued in respect of each scenario at an illustrative issue price of S$0.785 per Stapled Security for the Private Placement.

(iii) Pro Forma Capitalisation of VIT

FOR ILLUSTRATIVE PURPOSES ONLY: the pro forma capitalisation of VIT as at 31 December 2014, as if the June 2015 Private Placement, the Acquisitions and the Private Placement were completed on 31 December 2014, is as follows:

	Pro Forma Effects of the Acquisitions as at 31 December 2014				
	Before the Acquisitions	**After the June 2015 Private Placement but before the Acquisitions and the Private Placement**	**Scenario 1**	**Scenario 2**	**Scenario 3**
Gross debt (S$ million)	391.0	391.0	415.3	435.7	460.0
Stapled Securityholders' funds (S$ million)	471.5	532.6	556.1	575.0	598.5
Total assets (S$ million)	882.5	943.7	991.5	1,030.7	1,078.5
Gearing	44.3%	41.4%	41.9%	42.3%	42.7%

FOR ILLUSTRATIVE PURPOSES ONLY: Based on the unaudited consolidated financial statements of VIT for the six-month period ended 30 June 2015, the pro forma capitalisation of VIT as at 30 June 2015, as if the Acquisitions and the Private Placement were completed on 30 June 2015, is as follows:

	Pro Forma Effects of the Acquisitions as at 30 June 2015			
	Before the Acquisitions	**Scenario 1**	**Scenario 2**	**Scenario 3**
Gross debt (S$ million)	385.0	409.3	429.7	454.0
Stapled Securityholders' funds (S$ million)	585.7	609.2	628.0	651.5
Total assets (S$ million)	989.5	1,037.3	1,076.5	1,124.3
Gearing	38.9%	39.5%	39.9%	40.4%

5. INTERESTS OF DIRECTORS AND CONTROLLING STAPLED SECURITYHOLDERS

As at the date of this announcement, certain directors of the Managers (the "**Directors**") collectively hold an aggregate direct and indirect interest in 100,661,801 Stapled Securities.

Save as disclosed above and based on the information available to the Managers as at the date of this announcement, none of the Directors or the controlling Stapled Securityholders have an interest, direct or indirect, in the proposed Acquisitions.

6. OTHER INFORMATION

6.1 Directors' Service Contracts

No person is proposed to be appointed as a director of the Managers in connection with the proposed Acquisitions or any other transactions contemplated in relation to the proposed Acquisitions.

6.2 Relative Figure computed on the Bases set out in Rule 1006 of the Listing Manual

The relative figures for the Acquisitions computed on the applicable bases set out in Rule 1006 of the Listing Manual, which have been based on the unaudited consolidated financial statements of VIT for the six-month period ended 30 June 2015, are set out below.

Listing Rule	Criteria	VIT	Proposed Acquisitions	Relative Percentage
1006(a)	Net asset value of assets to be disposed of, compared with VIT's net asset value	This is not applicable to an acquisition of assets.		
1006(b)	Profits [(1)] (S$ million)	31.9 [(2)]	4.3 [(3)]	13.5%
1006(c)	Aggregate value of consideration given, compared with VIT's market capitalisation (S$ million)	566.8 [(4)]	122.7	21.6%
1006(d)	Number of Stapled Securities issued as consideration for an acquisition, compared with the number of VIT's issued Stapled Securities ('million)	703.9	N.A.	N.A.
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of VIT's proved and probable reserves	This is not applicable to VIT as Rule 1006(e) is only applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company.		

Notes:

(1) In the case of a real estate investment trust, the sum of net property income ("**NPI**") and rental support is a close proxy to the net profits attributable to its assets.

(2) Based on VIT's actual NPI and rental support from its current portfolio of properties for the six-month period ended 30 June 2015.

(3) Based on the estimated NPI from the Properties for the six-month period ended 30 June 2015.

(4) Based on the number of Stapled Securities in issue as at 27 July 2015 multiplied by the volume weighted average price of S$0.8052 per Stapled Security on the SGX-ST on 27 July 2015, being the market day preceding the signing of the option agreements.

The REIT Manager is of the view that the Acquisitions are in the ordinary course of VI-REIT's business as the Properties being acquired are within the investment mandate of VI-REIT and does not change its risk profile. As such, the Acquisitions should therefore not be subject to Chapter 10 of the Listing Manual notwithstanding that the relative figure (on a combined basis) exceeds 20.0%.

7. DOCUMENTS FOR INSPECTION

A copy of the following documents is available for inspection during normal business hours at the registered office of the Managers at 750 Chai Chee Road, #04-03 Technopark@Chai Chee, Singapore 469000, for a period of three months commencing from the date of this announcement:

(i) the Home-Fix Option Agreement (which contains the form of the Home-Fix SPA);

(ii) the Meiban Option Agreement (which contains the form of the Meiban SPA);

(iii) the Home-Fix Master Lease Agreement;

(iv) the Meiban Lease Agreements;

(v) the Meiban Facilities Management Agreement;

(vi) the Tai Seng Property valuation report by Colliers dated 27 July 2015; and

(vii) the Ubi Property valuation report by Suntec Real Estate dated 14 July 2015.

By Order of the Board
Wilson Ang Poh Seong
Chief Executive Officer and Executive Director

Viva Industrial Trust Management Pte. Ltd.
(Company Registration No. 201204203W)
As manager of Viva Industrial Real Estate Investment Trust

Viva Asset Management Pte. Ltd.
(Company Registration No. 201316690M)
As trustee-manager of Viva Industrial Business Trust

29 July 2015

IMPORTANT NOTICE

This announcement may contain forward-looking statements that involve assumptions, 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. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of VIT. The forecast financial performance of VIT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Managers' current view of future events. The past performance of VIT is not necessarily indicative of the future performance of VIT.

The value of the Stapled Securities and the income derived from them may fall as well as rise. Stapled Securities are not obligations of, deposits in, or guaranteed by, the REIT Manager, the Trustee-Manager, the REIT Trustee, or any of their respective affiliates.

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

An investment in the Stapled Securities is subject to investment risks, including the possible loss of the principal amount invested. Stapled Securityholders have no right to request that the Managers redeem or purchase their Stapled Securities while the Stapled Securities are listed. It is intended that Stapled Securityholders may only deal in their Stapled Securities through trading on the SGX-ST. Listing of the Stapled Securities on the SGX-ST does not guarantee a liquid market for the Stapled Securities.