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## **SPH REIT FINANCIAL STATEMENT ANNOUNCEMENT \* FOR THE FIRST QUARTER ENDED 30 NOVEMBER 2016**

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*Constituted in the Republic of Singapore pursuant to a Trust Deed dated 9 July 2013.*

### **Introduction**

The investment strategy of SPH REIT is to invest, directly or indirectly, in a portfolio of income-producing real estate which is used primarily for retail purposes in Asia Pacific, as well as real estate-related assets.

The portfolio of SPH REIT comprises the following two high quality and well located commercial properties in Singapore:

- Paragon, a premier upscale retail mall and medical suite/office property, well known for its upscale mall housing many luxury brands, located in the heart of Orchard Road; and
- The Clementi Mall, a mid-market suburban mall located in the centre of Clementi town, an established residential estate in the west of Singapore.

### **Review by auditors**

The financial information as set out in this announcement for the first quarter ended 30 November 2016 has been extracted from the interim financial information for the first quarter ended 30 November 2016, which has been reviewed by our auditors, KPMG LLP\*, in accordance with the Singapore Standard on Review Engagement 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

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\* *Please refer to the attached review report.*

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**For The First Quarter ended 30 November 2016**

**1(a) An income statement together with a comparative statement for the corresponding period of the immediately preceding financial year**

**1(a)(i) Statement of Total Return**

	<b>1Q 2017 S\$'000</b>	<b>1Q 2016 S\$'000</b>	<b>Change %</b>
Gross revenue	52,579	52,095	0.9
Property operating expenses	(11,157)	(11,991)	(7.0)
<b>Net property income</b>	<b>41,422</b>	<b>40,104</b>	<b>3.3</b>
Income support <sup>1</sup>	607	745	(18.5)
Amortisation of intangible asset	(607)	(745)	(18.5)
Manager's management fees	(4,135)	(4,059)	1.9
Trust expenses	(443)	(470)	(5.7)
Finance income <sup>2</sup>	186	241	(22.8)
Finance costs	(5,955)	(5,987)	(0.5)
<b>Total return before taxes and distribution</b>	<b>31,075</b>	<b>29,829</b>	<b>4.2</b>
Less: income tax	-	-	NM
<b>Total return after taxes and before distribution</b>	<b>31,075</b>	<b>29,829</b>	<b>4.2</b>

Notes:

- Income support relates to the top-up payment from the vendors of The Clementi Mall pursuant to the Deed of Income Support.
- Finance income represent the interest income from bank deposit.

NM Not Meaningful

**For The First Quarter ended 30 November 2016**

**1(a)(ii) Distribution Statement**

	<b>1Q 2017 S\$'000</b>	<b>1Q 2016 S\$'000</b>	<b>Change %</b>
<b>Total return after taxes and before distribution</b>	<b>31,075</b>	<b>29,829</b>	<b>4.2</b>
Add: Non-tax deductible items <sup>1</sup>	5,299	5,479	(3.3)
<b>Income available for distribution</b>	<b>36,374</b>	<b>35,308</b>	<b>3.0</b>
<b>Distribution to Unitholders<sup>2</sup></b>	<b>34,182</b>	<b>33,696</b>	<b>1.4</b>

Notes:

1. Non-tax deductible items refer to the Manager's management fees paid/payable in units, trustee's fees, amortisation of income support and amortisation of debt issuance costs.
2. For 1Q 2017, the distribution to unitholders was 94.0% of taxable income available for distribution.

**For The First Quarter ended 30 November 2016**

**1(b)(i) A balance sheet together with a comparative statement as at the end of the immediately preceding financial year**

<b>Balance Sheet</b>	<b>As at 30 Nov 16 S\$'000</b>	<b>As at 31 Aug 16 S\$'000</b>
<b>Non-current assets</b>		
Plant and equipment	904	950
Investment properties	3,231,667	3,230,000
Intangible asset	6,428	7,035
	<b>3,238,999</b>	<b>3,237,985</b>
<b>Current assets</b>		
Trade and other receivables <sup>1</sup>	5,202	5,888
Cash and cash equivalents	67,591	67,382
	<b>72,793</b>	<b>73,270</b>
<b>Total assets</b>	<b>3,311,792</b>	<b>3,311,255</b>
<b>Non-current liabilities</b>		
Borrowing	846,271	845,887
Derivative financial instruments <sup>2</sup>	6,271	9,890
Trade and other payables	33,302	32,763
	<b>885,844</b>	<b>888,540</b>
<b>Current liabilities</b>		
Trade and other payables	34,496	34,183
	<b>34,496</b>	<b>34,183</b>
<b>Total liabilities</b>	<b>920,340</b>	<b>922,723</b>
<b>Net assets attributable to Unitholders</b>	<b>2,391,452</b>	<b>2,388,532</b>

Notes:

1. Trade and other receivables comprised mainly rental receivable and trade amount due from related parties.
2. Derivative financial instruments represent the fair value as at balance sheet date of the interest rate swap contracts to swap floating rates for fixed interest rates.

**(b)(ii) Borrowing**

**Secured borrowing**

	<b>As at 30 Nov 16 S\$'000</b>	<b>As at 31 Aug 16 S\$'000</b>
Amount repayable after one year	846,271	845,887
Total	846,271	845,887

**Details of collateral**

On 24 July 2013, SPH REIT established a term loan facility of up to the amount of S\$975 million, of which the amount drawn down was S\$850 million. As at the balance sheet date, the amount of S\$846.3 million represented the loan stated at amortised cost.

The term loan is secured by way of a first legal mortgage on Paragon, first legal charge over the tenancy account and sales proceeds account for Paragon, and an assignment of certain insurances taken in relation to Paragon.

1(c) A cash flow statement together with a comparative statement for the corresponding period of the immediately preceding financial year

Statement of Cash Flows

	1Q 2017 S\$'000	1Q 2016 S\$'000
<b>Cash flows from operating activities</b>		
Total return for the period	31,075	29,829
Adjustments for:		
Manager's fee paid/payable in units	4,135	4,059
Depreciation of plant and equipment	53	47
Finance income	(186)	(241)
Finance costs	5,955	5,987
Amortisation of intangible asset	607	745
Operating cash flow before working capital changes	41,639	40,426
Changes in operating assets and liabilities		
Trade and other receivables	756	(448)
Trade and other payables	639	(2,189)
<b>Net cash from operating activities</b>	<b>43,034</b>	<b>37,789</b>
<b>Cash flows from investing activities</b>		
Additions to investment properties	(1,395)	(1,302)
Purchase of plant and equipment	(3)	(10)
Interest received	112	252
<b>Net cash used in investing activities</b>	<b>(1,286)</b>	<b>(1,060)</b>
<b>Cash flows from financing activities</b>		
Distribution to unitholders	(35,909)	(35,158)
Interest paid	(5,630)	(6,015)
<b>Net cash used in financing activities</b>	<b>(41,539)</b>	<b>(41,173)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>209</b>	<b>(4,444)</b>
Cash and cash equivalents at beginning of the period	67,382	77,355
<b>Cash and cash equivalents at end of the period</b>	<b>67,591</b>	<b>72,911</b>

**For The First Quarter ended 30 November 2016**

**1(d)(i) Statement of Changes in Unitholders' Funds**

	1Q 2017	1Q 2016
	S\$'000	S\$'000
<b>Balance as at beginning of period</b>	<b>2,388,532</b>	<b>2,397,810</b>
<b><u>Operations</u></b>		
Total return for the period / net increase in assets resulting from operations	31,075	29,829
<b><u>Hedging reserve</u></b>		
Effective portion of changes in fair value of cash flow hedges <sup>1</sup>	3,619	(3,141)
<b><u>Unitholders' transactions</u></b>		
Distribution to unitholders	(35,909)	(35,158)
Manager's fee paid/payable in units	4,135	4,059
	(31,774)	(31,099)
<b>Balance as at end of period</b>	<b>2,391,452</b>	<b>2,393,399</b>

Note:

1. This relates to interest rate swap arrangements.

**1(d)(ii) Details of Changes in Issued and Issuable Units**

	1Q 2017	1Q 2016
	No. of units	No. of units
<b>Issued units as at beginning of period</b>	<b>2,546,703,310</b>	<b>2,529,309,302</b>
Manager's fee paid in units <sup>1</sup>	4,215,607	4,211,448
<b>Issuable units:</b>		
Manager's fee payable in units <sup>2</sup>	4,367,676	4,392,146
<b>Total issued and issuable units as at end of period</b>	<b>2,555,286,593</b>	<b>2,537,912,896</b>



**1(d)(ii) Details of Changes in Issued and Issuable Units (Cont'd)**

Notes:

1. The units were issued to the REIT Manager in full satisfaction of management fees.
2. This is calculated based on volume weighted average traded price for the last 10 business days for the respective quarters, as provided in the Trust Deed.

**1(d)(iii) To show the total number of issued units excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

As at 30 November 2016, SPH REIT had 2,550,918,917 units (31 August 2016: 2,546,703,310 units).

**1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

Not applicable.

**2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.**

The financial information for the first quarter ended 30 November 2016 as set out in this announcement has been extracted from the interim financial information for the first quarter ended 30 November 2016, which has been reviewed by our auditors, KPMG LLP, in accordance with the Singapore Standard on Review Engagement 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

**3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter).**

Please refer to the attached auditor's review report.

**4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

The accounting policies and methods of computation have been consistently applied during the current reporting period.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

The financial information has been prepared in accordance with the same accounting policies and methods of computation adopted in the audited financial statements of the previous financial year, except for new or amended accounting policies adopted in the Statement of Recommended Accounting Practice ("RAP") 7 "Reporting Framework for Unit Trusts" which became effective from this financial year.

The adoption of the new/revised accounting policies has not resulted in any substantial changes to SPH REIT's accounting policies nor any significant impact on these financial statement.

**6. Earnings per unit ("EPU") and Distribution per unit ("DPU")**

	<b>1Q 2017</b>	<b>1Q 2016</b>
<b><u>Earnings per unit</u></b>		
Weighted average number of units <sup>1</sup>	2,550,966,392	2,533,568,491
Total return for the period after tax (S\$'000)	31,075	29,829
EPU (basic and diluted) (cents)	1.22	1.18
<b><u>Distribution per unit</u></b>		
Total number of units in issue at end of period	2,550,918,917	2,533,520,750
Distribution to Unitholders <sup>2</sup> (S\$'000)	34,182	33,696
DPU <sup>3</sup> (cents)	1.34	1.33

Notes:

1. The weighted average number of units was based on the number of units in issue and issuable units to the Manager.
2. As shown in 1(a)(ii) Distribution Statement.
3. The DPU was computed based on the number of units entitled to distribution.

**7. Net Asset Value (“NAV”) per unit and Net Tangible Asset (“NTA”) per unit**

	<b>As at 30 Nov 16</b>	<b>As at 31 Aug 16</b>
NAV per unit <sup>1</sup> (S\$)	0.94	0.94
NTA per unit <sup>1</sup> (S\$)	0.93	0.94

Note:

1. The NAV per unit and NTA per unit were computed based on the number of units in issue as at balance sheet date.

**8. Review of Performance**

**Review of Results for the First Quarter ended 30 November 2016 (“1Q 2017”) compared with the First Quarter ended 30 November 2016 (“1Q 2016”)**

Gross revenue for 1Q 2017 grew by S\$0.5 million (0.9%) to S\$52.6 million, on the back of higher rental income achieved from Paragon. The Clementi Mall maintained its performance with renewal of 0.7% of net lettable area. The portfolio average rental reversion was 4.6% for the new and renewed leases in 1Q 2017.

Property operating expenses of S\$11.2 million was S\$0.8 million (7.0%) lower than 1Q 2016, mainly due to savings in utilities from lower tariff rate and maintenance expenses.

Consequently, net property income (“NPI”) of S\$41.4 million for 1Q 2017 was S\$1.3 million (3.3%) above 1Q 2016. NPI margin of 78.8% was achieved, better than 1Q 2016 of 77.0%.

Total return for 1Q 2017 increased by S\$1.2 million (4.2%) to S\$31.1 million against the same quarter last year, mainly due to higher NPI. Finance cost was maintained at S\$6.0 million and average cost of debt was 2.81% p.a. for 1Q 2017.

Income available for distribution of S\$36.4 million for 1Q 2017 was S\$1.1 million (3.0%) higher compared to 1Q 2016.

9. **Variance from Prospect Statement**

No forecast was made previously.

10. **A commentary at the date of announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months**

Based on advance estimates of the Ministry of Trade and Industry (MTI), the Singapore economy grew by 1.8% on a year-on-year basis in 2016. While global growth is projected to pick up slightly in 2017, downside risks and significant uncertainties remain. Against this backdrop, the Singapore economy is expected to grow at a modest pace of 1.0% to 3.0% in 2017.

The retail environment remains challenging. Based on figures released by the Singapore Department of Statistics (DOS), the retail sales index (excluding motor vehicles) declined by 3.8% in Q1 2016, 3.7% in Q2 2016, and 4.2% in Q3 2016. Most of the trade segments registered decline in sales in Q3 2016, in particular wearing apparel and footwear (4.2%), food and beverage (10.1%) and watches and jewellery (16.0%).

Based on statistics of the Singapore Tourism Board, the international visitor arrivals (IVA) increased 8.3% year-on-year in the first ten months of 2016. Tourism receipts grew by 12.0% year-on-year to reach S\$11.6 billion in the first half of 2016.

SPH REIT has a portfolio of two high quality and well-positioned retail properties in prime locations. Paragon had remained resilient and achieved steady performance through previous economic cycles. The Clementi Mall's second renewal cycle in 2017 is progressing well. With about 85% of leases expiring in 2017, about 60% by gross rental income have been renewed ahead of time. The Manager will continue to proactively manage the properties to deliver sustainable returns while seeking new opportunities to create value for unitholders.

**11. Distribution**

**(a) Current Financial Period**

Any distribution recommended for the current financial period reported on? Yes.

Name of distribution:	Distribution for the period from 1 September 2016 to 30 November 2016
Distribution Type:	Taxable Income
Distribution rate per unit (cents):	1.34 cents per unit
Par value of units:	Not applicable.
Tax rate:	<p>Taxable Income Distribution:</p> <p>Qualifying investors and individuals (other than those who hold their units through a partnership) will generally receive pre-tax distribution. These distributions are exempt from tax in the hands of individuals unless such distributions are derived through a Singapore partnership or from the carrying on of a trade, business or profession. Such individual unitholders, i.e. to whom the exemption will not apply, must declare the distribution received as income in their tax returns.</p> <p>Qualifying foreign non-individual investors will receive their distributions after deduction of tax at the rate of 10%. This is based on the existing income tax concession for listed REITs on distributions made to non-resident non-individual investors during the period from 18 February 2005 to 31 March 2020.</p> <p>All other investors will receive their distributions after deduction of tax at the rate of 17%.</p>

**11. Distribution**

**(b) Corresponding Period of the Immediately Preceding Financial Year**

Any distribution declared for the corresponding period of the immediately preceding financial year?

Name of distribution:	Distribution for the period from 1 September 2015 to 30 November 2015
Distribution Type:	Taxable Income
Distribution rate per unit (cents):	1.33 cents per unit
Par value of units:	Not applicable.
Tax rate:	<p>Taxable Income Distribution:</p> <p>Qualifying investors and individuals (other than those who hold their units through a partnership) will generally receive pre-tax distribution. These distributions are exempt from tax in the hands of individuals unless such distributions are derived through a Singapore partnership or from the carrying on of a trade, business or profession. Such individual unitholders, i.e. to whom the exemption will not apply, must declare the distribution received as income in their tax returns.</p> <p>Qualifying foreign non-individual investors will receive their distributions after deduction of tax at the rate of 10%. This is based on the existing income tax concession for listed REITs on distributions made to non-resident non-individual investors during the period from 18 February 2005 to 31 March 2020.</p> <p>All other investors will receive their distributions after deduction of tax at the rate of 17%.</p>

**(c) Date payable**

The date the distribution is payable: 16 February 2017.

**(d) Record date**

The Transfer Books and Register of Unitholders of SPH REIT will be closed at 5.00pm on 19 January 2017 for purposes of determining each Unitholder's entitlement to SPH REIT distribution.

**12. If no distribution has been declared (recommended), a statement to that effect**

Not applicable.

**13. Segment Results**

	1Q 2017	1Q 2016	Change
	S\$'000	S\$'000	%
<b><u>Gross Revenue</u></b>			
Paragon	42,819	42,329	1.2
The Clementi Mall	9,760	9,766	(0.1)
Total	52,579	52,095	0.9
<b><u>Net Property Income</u></b>			
Paragon	34,279	33,099	3.6
The Clementi Mall	7,143	7,005	2.0
Total	41,422	40,104	3.3

**14. If the group has obtained a general mandate from shareholders for Interested Person Transactions, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

SPH REIT has not obtained a general mandate from unitholders for Interested Person Transactions.

**15. Confirmation By the Manager Pursuant to Rule 720(1) of the SGX Listing Manual.**

The Manager confirms that it has procured undertakings from all its Directors and Executive Officers (in the format set out in Appendix 7.7) pursuant to Rule 720(1) of the SGX Listing Manual.

This release 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, 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 current view of SPH REIT Management Pte. Ltd. (as the manager of SPH REIT) on future events.

**BY ORDER OF THE BOARD**

Lim Wai Pun  
Khor Siew Kim

Company Secretaries

Singapore,  
11 January 2017



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Co. Regn No. 201305497E

## **CONFIRMATION BY THE BOARD** **Pursuant to Rule 705(5) of the Listing Manual**

To the best of our knowledge, nothing has come to the attention of the Board of Directors of the Manager which may render the financial results of the Trust (comprising the balance sheet, statement of total return and distribution statement, statement of changes in Unitholders' funds and cashflow statement, together with their accompanying notes) as at 30 November 2016, to be false or misleading in any material respect.

On behalf of the Directors

A handwritten signature in blue ink, appearing to read 'Leong'.

**LEONG HORN KEE**  
*Chairman*

A handwritten signature in blue ink, appearing to read 'Anthony'.

**ANTHONY MALLEK**  
*Director*

Singapore,  
11 January 2017





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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 2016**

We have reviewed the accompanying Balance Sheet and Portfolio Statement of SPH REIT (the "Trust") as at 30 November 2016, the Statement of Total Return, Distribution Statement, Statement of Changes in Unitholders' Funds and Statement of Cash Flows of the Trust for the First Quarter ended 30 November 2016 ("Interim Financial Information"), as set out on pages 3 to 11.

The Manager of the Trust is responsible for the preparation and presentation of this Interim Financial Information in accordance with the recommendations of the Statement of Recommended Accounting Practice ("RAP") 7 Reporting Framework for Unit Trusts relevant to interim financial information. Our responsibility is to express a conclusion on this Interim Financial Information 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.

**Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the Interim Financial Information is not prepared, in all material respects, in accordance with the recommendations of RAP 7 Reporting Framework for Unit Trusts relevant to interim financial information, 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 meet the requirements of the Singapore Exchange Limited Listing Manual and for no other purpose. Our report is included in the Trust's announcement of its interim financial information 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.

A handwritten signature in black ink, appearing to read 'Kishuf'.

**KPMG LLP**  
*Public Accountants and*  
*Chartered Accountants*

**Singapore**  
11 January 2017