

Equity Listing - REITS::Payment of Management Fee by way of issue of Units in SPH REIT

Issuer & Securities

Issuer/Manager	SPH REIT MANAGEMENT PTE. LTD.
Security Not Found	No
Security Name	SPH REIT
Security Short Name	SPHREIT
ISIN	SG2G02994595
Stock Code	SK6U


Announcement Details

Announcement Title	Equity Listing - REITS
Date & Time of Broadcast	27-Oct-2017 18:18:29
Status	New
Announcement Sub Title	Payment of Management Fee by way of issue of Units in SPH REIT
Announcement Reference	SG171027OTHL289
Submitted By (Co./Ind. Name)	Khor Siew Kim
Designation	Company Secretary
Description(Please provide a detailed description of the announcement in the box below)	Please refer to attached announcement.

Listing Details

Form of Issue	Registered
Primary Listing	Yes
Country of Primary Listing	Singapore
Issue Date	27/10/2017
Listing Date	30/10/2017 09:00:00
Issue Currency	Singapore Dollar
Trading Currency	Singapore Dollar
Asset Class	REITS

Agent Details

Registrar	Boardroom Corporate & Advisory Services Pte. Ltd.
Attachments	 Payment Of Management Fees By Way Of Issue Of Units In SPH REIT and Cash.pdf Total size =78K



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

**PAYMENT OF MANAGEMENT FEES
BY WAY OF ISSUE OF UNITS IN SPH REIT AND CASH**

The Board of Directors of SPH REIT Management Pte. Ltd. (the “**Company**”), as manager of SPH REIT, wishes to announce that the Company has elected to receive the base fee component of the management fee for the period from 1 June 2017 to 31 August 2017 (the “**Base Fee**”), comprising S\$1.2 million in cash with the balance in the form of units in SPH REIT (the “**Base Fee Units**”). The Company will receive the full amount of the performance fee for the financial year ended 31 August 2017 (the “**Performance Fee**”) in the form of units in SPH REIT.

A total of 9,546,504 units in SPH REIT (“**Units**”) have been issued today at the average price of S\$0.9756 per Unit for the purpose of payment of the Base Fee Units and payment of the Performance Fee to the Company (collectively, the “**Management Fee Units**”) where:

- 915,748 Units were issued for the payment of the Base Fee Units for the period from 1 June 2017 to 31 August 2017; and
- 8,630,756 Units were issued for the payment of the Performance Fee for the period from 1 September 2016 to 31 August 2017.

The issue price per Management Fee Unit is based on the volume weighted average price per Unit for all trades done on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in the ordinary course of trading for the ten business days immediately preceding the end of the relevant financial quarters, as provided in the trust deed dated 9 July 2013 (as supplemented from time to time).

With the abovementioned issue of the Management Fee Units, the Company’s unitholding in SPH REIT is 32,648,116 and the total number of issued Units in SPH REIT is 2,565,652,516.

BY ORDER OF THE BOARD
SPH REIT Management Pte. Ltd.
(Company Registration No: 201305497E)
As manager of SPH REIT

Lim Wai Pun / Khor Siew Kim
Company Secretaries
27 October 2017

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 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.

Disclosure of Interest/ Changes in Interest of Trustee-Manager/ Responsible Person::Disclosure of Interest/Changes in Interest of the Manager of SPH REIT



Issuer & Securities

Issuer/ Manager	SPH REIT MANAGEMENT PTE. LTD.
Securities	SPH REIT - SG2G02994595 - SK6U
Stapled Security	No

Announcement Details

Announcement Title	Disclosure of Interest/ Changes in Interest of Trustee-Manager/ Responsible Person
Date & Time of Broadcast	27-Oct-2017 18:19:26
Status	New
Announcement Sub Title	Disclosure of Interest/Changes in Interest of the Manager of SPH REIT
Announcement Reference	SG171027OTHRDPOL
Submitted By (Co./ Ind. Name)	Lim Wai Pun
Designation	Company Secretary
Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)	The attached announcement issued by SPH Reit Management Pte. Ltd. relating to the above matter is for information.

Additional Details

Person(s) giving notice	Trustee-Manager/Responsible Person who may also be a substantial unitholder (Form 6)
Attachments	<p> Final_eFORM6V2.pdf</p> <p>if you are unable to view the above file, please click the link below.</p> <p> Final_eFORM6V2.pdf</p> <p>Total size =112K</p>

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR TRUSTEE-MANAGER OR
RESPONSIBLE PERSON IN RESPECT OF CHANGES IN ITS
INTEREST IN SECURITIES**

FORM

6

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Trustee-Manager or Responsible Person to give notice under section 137R(1)(a) or 137ZC(1)(a) of the Securities and Futures Act (Cap. 289) (the "SFA").
3. This electronic Form 6 and a separate Form C, containing the particulars and contact details of the Trustee-Manager/Responsible Person must be completed by a person authorised by the Trustee-Manager/Responsible Person to do so. The person so authorised should maintain records of information furnished to him by the Trustee-Manager/Responsible Person.
4. This form and Form C, are to be completed electronically. The Trustee-Manager/Responsible Person will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. A single form may be used by a Trustee-Manager/Responsible Person for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within one business day of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
6. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 10 of Part II. The total file size for all attachment(s) should not exceed 1MB.
7. Except for item 4 of Part II, please select only one option from the relevant check boxes.
8. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
9. The term "Listed Issuer" as used in this form refers to -
 - (a) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (b) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (c) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
10. For further instructions and guidance on how to complete this notification form, please refer to section 9 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

SPH REIT

2. Type of Listed Issuer:

☐ Registered/Recognised Business Trust

☒ Real Estate Investment Trust

3. Name of Trustee-Manager/Responsible Person:

SPH Reit Management Pte. Ltd. ("the "Manager")

4. Is the Trustee-Manager/Responsible Person also a substantial unitholder of the Listed Issuer?

☐ Yes


☒ No

Part II - Transaction Details

Transaction A

1. Date of acquisition of or change in interest:

27-Oct-2017

2. Date on which the Trustee-Manager/Responsible Person became aware of the acquisition of, or change in, interest  (if different from item 1 above, please specify the date):

27-Oct-2017

3. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

4. Type of securities which are the subject of the transaction (more than one option may be chosen):

- ☒ Ordinary voting units
☐ Other type of units (excluding ordinary voting units)
☐ Rights/Options/Warrants over units
☐ Debentures
☐ Rights/Options over debentures
☐ Others (please specify):

5. Number of units, rights, options, warrants and/or principal amount of debentures acquired or disposed of by Trustee-Manager/Responsible Person:

9,546,504

6. Amount of consideration paid or received by Trustee-Manager/Responsible Person (excluding brokerage and stamp duties):

NIL

7. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)
- ☐ Securities via physical settlement of derivatives or other securities
- ☐ Securities pursuant to rights issue
- ☐ Securities via a placement
- ☐ Securities following conversion/exercise of rights, options, warrants or other convertibles
- ☒ Securities as part of management, acquisition and/or divestment fees paid by the Listed Issuer

Disposal of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- ☐ Acceptance of take-over offer for Listed Issuer
- ☐ Corporate action by Listed Issuer (*please specify*):

- ☐ Others (*please specify*):

8. Quantum of interests in securities held by Trustee-Manager/Responsible Person before and after the transaction. Please complete relevant table(s) below (*for example, Table 1 should be completed if the change relates to ordinary voting units of the Listed Issuer; Table 4 should be completed if the change relates to debentures*):

Table 1. Change in respect of **ordinary voting units** of Listed Issuer

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of ordinary voting units held:	23,101,612	0	23,101,612
As a percentage of total no. of ordinary voting units: ①	0.904	0	0.904
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of ordinary voting units held:	32,648,116	0	32,648,116
As a percentage of total no. of ordinary voting units: ①	1.273	0	1.273

Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)::Disclosure of Interest/Changes in Interest of Substantial Unitholder



Issuer & Securities

Issuer/ Manager	SPH REIT MANAGEMENT PTE. LTD.
Securities	SPH REIT - SG2G02994595 - SK6U
Stapled Security	No

Announcement Details

Announcement Title	Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)
Date & Time of Broadcast	27-Oct-2017 18:20:18
Status	New
Announcement Sub Title	Disclosure of Interest/Changes in Interest of Substantial Unitholder
Announcement Reference	SG171027OTHRXL8Q
Submitted By (Co./ Ind. Name)	Lim Wai Pun
Designation	Company Secretary
Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)	The attached announcement relating to the above matter is for information.

Additional Details

Person(s) giving notice	Substantial Shareholder(s)/Unitholder(s) (Form 3)
Date of receipt of notice by Listed Issuer	27/10/2017
Attachments	<p> Final_eFORM3V2_TPR.pdf</p> <p>if you are unable to view the above file, please click the link below.</p> <p> Final_eFORM3V2_TPR.pdf</p> <p>Total size =139K</p>

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/
UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES**

**FORM
3**

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").

11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

SPH REIT

2. Type of Listed Issuer:

- ☐ Company/Corporation
☐ Registered/Recognised Business Trust
☒ Real Estate Investment Trust

Name of Trustee-Manager/Responsible Person:

SPH REIT Management Pte. Ltd. (the "Manager")

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- ☒ No *(Please proceed to complete Part II)*
☐ Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

27-Oct-2017

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

1. Name of Substantial Shareholder/Unitholder:

TPR Holdings Pte. Ltd.

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

Transaction A



1. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☒ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

2. Date of acquisition of or change in interest:

27-Oct-2017

3. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 2 above, please specify the date):

27-Oct-2017

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

N.A.

5. Type of securities which are the subject of the transaction (more than one option may be chosen):

☒ Voting shares/units

☐ Rights/Options/Warrants over voting shares/units

☐ Convertible debentures over voting shares/units (conversion price known)

☐ Others (please specify):

6. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholder/Unitholder:

N.A.

7. Amount of consideration paid or received by Substantial Shareholder/Unitholder (excluding brokerage and stamp duties):

N.A.

8. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)
- ☐ Securities via physical settlement of derivatives or other securities
- ☐ Securities pursuant to rights issue
- ☐ Securities via a placement
- ☐ Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- ☐ Acceptance of take-over offer for the Listed Issuer
- ☒ Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (*please specify*):

Payment of Management Fee by way of issue of units in SPH REIT

- ☐ Others (*please specify*):

9. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	486,017,500	0	486,017,500
As a percentage of total no. of voting shares/units: ⓘ	19.014	0	19.014
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	486,017,500	0	486,017,500
As a percentage of total no. of voting shares/units: ⓘ	18.943	0	18.943

10. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

11. Attachments (if any): ⓘ



(The total file size for all attachment(s) should not exceed 1MB.)

12. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

- (b) Date of the Initial Announcement:

- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

13. Remarks (if any):

The percentage of unitholdings before the change is computed based on 2,556,106,012 as at 28 July 2017. The percentage of unitholdings after the change was computed based on 2,565,652,516 units in issue as at 27 October 2017.

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 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.

Transaction Reference Number (auto-generated):

9	7	7	2	1	4	0	4	3	2	5	1	2	0	2
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Item 14 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholder/Unitholder.

14. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Lim Wai Pun

(b) Designation (*if applicable*):

Company Secretary

(c) Name of entity (*if applicable*):

TPR Holdings Pte. Ltd.

Item 13 is to be completed by an individual submitting this notification form on behalf of the Trustee-Manager/ Responsible Person.

13. Particulars of Individual completing this notification form:

(a) Name of Individual:

Lim Wai Pun

(b) Designation:

Company Secretary

(c) Name of entity:

SPH Reit Management Pte. Ltd.