



(Constituted in the Republic of Singapore pursuant to a trust deed dated 31 March 2006 (as amended))

RESULTS OF THE PREFERENTIAL OFFERING

Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of ESR-REIT dated 13 September 2019 titled "Launch of Preferential Offering on the Basis of 29 New Units for Every 1,000 Existing Units to Raise Gross Proceeds of Up To Approximately S\$50.0 Million" (the "Launch Announcement") and/or the instruction booklet of ESR-REIT in respect of the Preferential Offering dated 26 September 2019.

1. RESULTS OF THE PREFERENTIAL OFFERING

Further to the Launch Announcement and the announcements dated 13 September 2019 and 26 September 2019 in relation to the *pro rata* and non-renounceable preferential offering of approximately 98.1 million New Units (the "**Preferential Offering**"), ESR Funds Management (S) Limited, as manager of ESR-REIT (the "**Manager**"), wishes to announce that as at the close of the Preferential Offering on 4 October 2019, valid acceptances and excess applications (including the excess application by ESR Cayman Limited (the "**Sponsor**") in accordance with the terms of the Sponsor Undertaking) were received for a total of 208,486,188 New Units, representing approximately 212.5% of the total number of New Units available under the Preferential Offering. Details of the valid acceptances and excess applications received are as follows:

	Number of New Units	% of Preferential Offering
Valid acceptances	50,440,799	51.4%
Excess applications	158,045,389	161.1%
Total	208,486,188	212.5%

The balance of 47,676,384 New Units which were not validly accepted will be allotted to satisfy applications for Excess New Units. In the allotment of Excess New Units, preference will be given to the rounding of odd lots. Directors of the Manager and substantial Unitholders who have control or influence over ESR-REIT in connection with the day-to-day affairs of ESR-REIT or the terms of the Preferential Offering, or have representation (direct or through a nominee) on the board of directors of the Manager, will rank last in priority for the rounding of odd lots and allotment of Excess New Units.

Pursuant to the Preferential Offering, a total of 98,117,183 New Units at the issue price of S\$0.510 per New Unit will be issued to raise gross proceeds of approximately S\$50.0 million. Together with the gross proceeds of approximately S\$100.0 million raised from the private placement of 194,174,000 New Units to institutional and other investors, gross proceeds of a total of approximately S\$150.0 million have been raised from the Equity Fund Raising.

2. UNDERTAKING BY THE SPONSOR

Pursuant to the Sponsor Undertaking, the Sponsor, which had an aggregate interest of approximately 8.97% of the total number of Units in issue as at the Preferential Offering Books Closure Date, has accepted and/or procured the acceptance in full of its provisional allotment of 8,798,975 New Units under the Preferential Offering. As the Preferential Offering was oversubscribed, the Sponsor has not been allotted any Excess New Units.

The total subscription of the Sponsor amounted to approximately S\$4.5 million. Immediately post-completion of the Preferential Offering, the Sponsor will have an aggregate interest in 305,711,936 Units, representing approximately 8.78% of the total number of 3,481,468,348 Units in issue after the listing and quotation of the 98,117,183 New Units issued pursuant to the Preferential Offering.

3. REFUNDS

In relation to any void or invalid acceptances of New Units or any unsuccessful applications for Excess New Units under the Preferential Offering, all monies received in connection therewith will be returned by The Central Depository (Pte) Limited ("**CDP**") on behalf of ESR-REIT to the Entitled Unitholders, without interest or any share of revenue or other benefit arising therefrom, within three (3) business days after the commencement of trading of the New Units on 14 October 2019, by crediting their accounts with the relevant Participating Banks¹ (where acceptance and/or application is made through Electronic Applications) or by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent to them at their mailing address as maintained in the records of CDP by ordinary post or in such other manner as the Entitled Unitholders may have agreed with CDP for payment of any cash distributions (where acceptance and/or application is made through CDP) and, in each case, at the Entitled Unitholders' own risk.

4. STATUS OF THE NEW UNITS TO BE ISSUED PURSUANT TO THE PREFERENTIAL OFFERING

The Manager expects the New Units to be listed and quoted on the Main Board of the SGX-ST with effect from 9.00 a.m. on 14 October 2019.

The New Units to be issued pursuant to the Preferential Offering will, upon issue and listing, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Preferential Offering, including the right to distributions out of ESR-REIT's distributable income from the date of issuance of the New Units pursuant to the Preferential Offering as well as all distributions thereafter, other than in respect of the Cumulative Distribution.

The Manager wishes to take this opportunity to thank Unitholders for their support in the successful completion of the Preferential Offering.

¹ "**Participating Banks**" refers to DBS Bank Ltd. (including POSB), Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited.

BY ORDER OF THE BOARD

ESR Funds Management (S) Limited

As Manager of ESR-REIT

(Company Registration No. 200512804G, Capital Markets Services Licence No. 100132-5)

Adrian Chui

Chief Executive Officer and Executive Director

10 October 2019

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About ESR-REIT

ESR-REIT has been listed on Singapore Exchange Securities Trading Limited since 25 July 2006.

ESR-REIT invests in quality income-producing industrial properties and as at 30 June 2019 has a diversified portfolio of 56 properties located across Singapore, with a total gross floor area of approximately 14.0 million square feet and an aggregate property value of S\$3.02 billion². The properties are in the following business sectors: Business Park, High-Specs Industrial, Logistics/Warehouse and General Industrial, and are located close to major transportation hubs and key industrial zones island-wide.

The Manager's objective is to provide Unitholders with a stable income stream through the successful implementation of the following strategies:

- Acquisition of value-enhancing properties;
- Pro-active asset management;
- Divestment of non-core properties; and
- Prudent capital and risk management.

ESR Funds Management (S) Limited, the Manager of ESR-REIT, is owned by namely, ESR Cayman Limited ("**ESR**") (67.3%), Shanghai Summit Pte. Ltd. (25.0%), and Mitsui & Co., Ltd (7.7%).

For further information on ESR-REIT, please visit www.esr-reit.com.sg.

About the Sponsor, ESR

ESR is the largest Asia-Pacific focused logistics real estate platform by gross floor area (GFA) and by value of the assets owned directly and by the funds and investment vehicles it manages. Co-founded by its senior management team and Warburg Pincus, ESR and the funds and investment vehicles it manages are backed by some of the world's preeminent investors including APG, SK Holdings, JD.com, Goldman Sachs, CPPIB, Ping An, Allianz Real Estate and CSOBOR Fund. The ESR platform spans across the People's Republic of China, Japan, South Korea, Singapore, Australia and India. As of 30 June 2019, the fair value of the properties directly held by ESR and the assets under management with respect to the funds and investment vehicles managed by ESR recorded approximately US\$20 billion, and GFA of properties completed and under development as well as GFA to be built on land held for future development stood at over 15 million square metres in total.

² Includes the valuation of 7000 Ang Mo Kio Avenue 5 on a 100% basis of which ESR-REIT has 80% economic interest, and excludes the effects arising from the adoption of Financial Reporting Standard (FRS) 116 Leases which became effective on 1 January 2019.

Important Notice

The value of units in ESR-REIT ("**Units**") and the income derived from them may fall as well as rise. Units are not investments or deposits in, or liabilities or obligations, of ESR Funds Management (S) Limited ("**Manager**"), RBC Investor Services Trust Singapore Limited (in its capacity as trustee of ESR-REIT) ("**Trustee**"), or any of their respective related corporations and affiliates (individually and collectively "**Affiliates**"). An investment in Units is subject to equity investment risk, including the possible delays in repayment and loss of income or the principal amount invested. Neither ESR-REIT, the Manager, the Trustee nor any of the Affiliates guarantees the repayment of any principal amount invested, the performance of ESR-REIT, any particular rate of return from investing in ESR-REIT, or any taxation consequences of an investment in ESR-REIT. Any indication of ESR-REIT performance returns is historical and cannot be relied on as an indicator of future performance.

Investors have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that investors may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. This material 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. 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 occupancy or property rental income, changes in operating expenses, governmental and public policy changes and the continued availability of financing in amounts and on terms necessary to support ESR-REIT's future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.

This material is for informational purposes only and does not have regard to your specific investment objectives, financial situation or your particular needs. Any information contained in this material is not to be construed as investment or financial advice and does not constitute an offer or an invitation to invest in ESR-REIT or any investment or product of or to subscribe to any services offered by the Manager, the Trustee or any of the Affiliates.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws.