



Trust Management (Suntec) Limited

Suntec Real Estate Investment Trust
("Suntec REIT")



PROPOSED DISPOSAL OF UNITS IN SUNTEC REAL ESTATE INVESTMENT TRUST BY ARA ASSET MANAGEMENT LIMITED

1. INTRODUCTION

1.1 ARA Trust Management (Suntec) Limited, in its capacity as manager of Suntec Real Estate Investment Trust ("**Suntec REIT**", and the manager of Suntec REIT, the "**Manager**") refers to the joint announcement (the "**Joint Announcement**") dated 8 November 2016 made by ARA Asset Management Limited ("**ARA**") and Athena Investment Company (Cayman) Limited (the "**Offeror**") in relation to the proposed acquisition by the Offeror of all the issued and paid-up ordinary shares in the capital of ARA.

1.2 The Manager is a wholly-owned subsidiary of ARA.

2. PROPOSED DISPOSAL OF UNITS IN SUNTEC REIT BY ARA

2.1 Pursuant to queries received, the Manager would like to clarify that as set out in paragraph 7.4 of the Joint Announcement, ARA has entered into a sale and purchase agreement with AVICT Dragon Holdings Limited ("**AVICT**") and The Straits Trading Company Limited ("**STC**") on 8 November 2016 (the "**Agreement**").

2.2 Under the Agreement:

2.2.1 conditional upon (i) the delisting of ARA from the Official List of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"); and (ii) AVICT having obtained the relevant regulatory approvals as set out more specifically in the Agreement (the "**ODI Condition**" and together with (i), the "**Acquisition Conditions**"), AVICT will within 90 days of the satisfaction of the Acquisition Conditions, acquire units in Suntec REIT representing, in aggregate, four per cent. of all the Suntec REIT units in issue as at the date of the Agreement ("**Suntec REIT Units**") from ARA, at a price per unit equivalent to the 30-day volume weighted average price of the units as at the date prior to the date of the Joint Announcement (the "**Unit Acquisition**");

- 2.2.2 STC may by notice in writing to ARA participate in the Unit Acquisition by electing to sell up to half of the aggregate number of Suntec REIT Units (i.e. units representing two per cent. of all the Suntec REIT units in issue as at the date of the Agreement);
- 2.2.3 upon completion of the Unit Acquisition, the management fees (if any) paid to ARA or its affiliate by AVICT in respect of the Suntec REIT Units acquired under the Agreement will be shared equally between ARA and AVICT;
- 2.2.4 the Agreement shall terminate upon the termination of the implementation agreement between ARA and the Offeror, or if AVICT does not provide a completion notice within 90 days of the satisfaction of the Acquisition Conditions; and
- 2.2.5 any of STC, ARA or AVICT shall have the right to terminate the Agreement by giving written notice to the other parties if the ODI Condition is not satisfied by the ninetieth (90th) day after the delisting of ARA from the SGX-ST, or such other day as the parties may mutually agree in writing.

A copy of the Joint Announcement is attached as Appendix 1 to this announcement.

3. CAUTIONARY NOTE

The Manager wishes to emphasize to unitholders and potential investors that the Agreement is conditional upon, amongst others, the delisting of ARA, and there is no assurance that the Agreement will be completed.

By Order of the Board
ARA Trust Management (Suntec) Limited
(Company registration no. 200410976R)
(as manager of Suntec Real Estate Investment Trust)

Yeo See Kiat
Director
30 December 2016

ABOUT SUNTEC REIT

Listed on 9 December 2004, Suntec REIT holds properties in Suntec City, Singapore's largest integrated commercial development (including one of Singapore's largest shopping mall), a 60.8% interest in Suntec Singapore Convention & Exhibition Centre, a one-third interest in One Raffles Quay, a one-third interest in Marina Bay Financial Centre Towers 1 and 2 and the Marina Bay Link Mall and a 30.0% interest in Park Mall. Suntec REIT holds a 100% interest in a commercial building located at 177 Pacific Highway, North Sydney and a 25.0% interest in Southgate complex, Melbourne, Australia. Its aim is to invest in income-producing real estate which is primarily used for retail and/or office purposes. Suntec REIT is managed by an external manager, ARA Trust Management (Suntec) Limited. For more details, please visit www.suntecreit.com.

ABOUT THE MANAGER

Suntec REIT is managed by ARA Trust Management (Suntec) Limited, a wholly-owned subsidiary of ARA Asset Management Limited ("ARA"), an integrated real estate fund manager in Asia which is listed on the Main Board of the Singapore Exchange Securities Trading Limited since November 2007.

ARA currently manages real estate investment trusts ("REITs") and private real estate funds that are invested in the office, retail, logistics/industrial, hospitality and residential sectors in the Asia Pacific region, complemented by its in-house real estate management services.

Established in 2002, to date it has over 1,200 professionals in 18 cities managing total assets of approximately S\$30 billion.

IMPORTANT NOTICE

The value of units in Suntec REIT ("Units") and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, ARA Trust Management (Suntec) Limited (as the manager of Suntec REIT) 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 holders of Units 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.

The past performance of Suntec REIT is not necessarily indicative of the future performance of Suntec REIT.

APPENDIX 1

JOINT ANNOUNCEMENT DATED 8 NOVEMBER 2016

(see attached pages)