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ASCENDAS INDIA TRUST

(Registration Number: 2007004)

(a business trust registered under the Business Trusts Act, Chapter 31A of Singapore)

**LAUNCH OF PRIVATE PLACEMENT TO RAISE GROSS PROCEEDS OF
NO LESS THAN S\$75.0 MILLION**

1. Introduction

Ascendas Property Fund Trustee Pte. Ltd., in its capacity as trustee-manager of Ascendas India Trust (“**a-iTrust**”, and as trustee-manager of a-iTrust, the “**Trustee-Manager**”), wishes to announce the proposed private placement of at least 73,029,000 new units in a-iTrust (“**Unit**”, and the new Units, the “**New Units**”) at an issue price of between S\$1.027 and S\$1.083 per New Unit (both figures inclusive) (the “**Issue Price Range**”) to raise gross proceeds of no less than S\$75.0 million (the “**Private Placement**”).

2. Details of the Private Placement

The Trustee-Manager, Citigroup Global Markets Singapore Pte. Ltd. (“**Citi**”) and DBS Bank Ltd. (“**DBS**”, and together with Citi, the “**Joint Bookrunners and Underwriters**”) have today entered into a placement agreement (the “**Placement Agreement**”) in relation to the Private Placement. Pursuant to the Placement Agreement, each of the Joint Bookrunners and Underwriters has agreed to procure subscriptions for or place out, as applicable, and failing which, to subscribe and pay for, the New Units at the issue price per New Unit (the “**Issue Price**”) to be determined, on the terms and subject to the conditions of the Placement Agreement.

The Private Placement shall be subject to certain conditions precedent set out in the Placement Agreement, including the approval in-principle of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the New Units on the Main Board of the SGX-ST. The Private Placement is fully underwritten by the Joint Bookrunners and Underwriters on the terms and subject to the conditions of the Placement Agreement.

This announcement is not an offer of securities for sale into the United States or elsewhere. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States unless registered under the Securities Act, or except pursuant to an applicable exemption from registration. There will be no public offer of securities in the United States.

The Issue Price Range of between S\$1.027 and S\$1.083 per New Unit (both figures inclusive) represents a discount of between:

- (i) 4.0% and 9.0% to the volume weighted average price (“**VWAP**”) of S\$1.1285 per Unit for all trades in the Units done on the SGX-ST for the Market Day¹ on 5 February 2018 (being the Market Day on which the Placement Agreement was signed); and
- (ii) (for illustrative purposes only) 1.9% and 7.0% to the adjusted VWAP (“**Adjusted VWAP**”) of S\$1.1041 per Unit. The Adjusted VWAP is computed based on the VWAP of all trades in the Units on the SGX-ST for the Market Day on 5 February 2018 (being the Market Day on which the Placement Agreement was signed) and subtracting the Advanced Distribution (as defined herein) of approximately 2.44 cents per Unit².

The Issue Price will be determined by the Trustee-Manager and the Joint Bookrunners and Underwriters following a book-building process. The Trustee-Manager will make an announcement via SGXNET once the Issue Price has been determined.

3. Use of Proceeds

Subject to relevant laws and regulations, the Trustee-Manager intends to use the gross proceeds of no less than S\$75.0 million (based on the minimum Issue Price of S\$1.027 per New Unit) from the Private Placement in the following manner:

- (i) approximately S\$73.5 million (which is equivalent to 98.0% of the gross proceeds of the Private Placement) to repay most of the bridging loan drawn down to finance the acquisition of the operating warehouses at the Arshiya Free Trade Warehousing Zone (the “**Acquisition**”) as announced on 23 November 2017; and
- (ii) approximately S\$1.5 million (which is equivalent to 2.0% of the gross proceeds of the Private Placement) to pay the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by a-iTrust in connection with the Private Placement.

Notwithstanding its current intention, the Trustee-Manager may, subject to relevant laws and regulations, use the net proceeds from the Private Placement at its absolute discretion for other purposes, including without limitation, to repay existing indebtedness.

The Trustee-Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNET as and when such funds are materially utilised and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where there is any material deviation from the stated use of proceeds, the Trustee-Manager will announce the reasons for such deviation.

1 “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

2 This amount is only an estimate based on information currently available to the Trustee-Manager and the Trustee-Manager’s estimate of a-iTrust’s revenue and expenses, and the actual Advanced Distribution may differ.

4. Rationale for the Private Placement

The Trustee-Manager believes that the Private Placement will bring the following benefits to unitholders of a-iTrust (“Unitholders”):

4.1 Strengthen a-iTrust’s balance sheet and enhance its financial flexibility to fund committed investments and developments

Immediately following the Private Placement, and assuming the deployment of the net proceeds in accordance with paragraph 3 above, a-iTrust's gearing³ is expected to reduce from approximately 35.1%⁴ to 30.9%.

The Private Placement will strengthen a-iTrust's balance sheet and increase its debt headroom. This will provide greater flexibility to a-iTrust to fund its committed investments, developments and growth opportunities in India, which include:

- (i) the redevelopment of The V in Hyderabad, to increase the leasable area from 1.70 million square feet to 4.50 million square feet⁵;
- (ii) the remaining capital expenditure required to construct MTB 4, a 0.50 million square feet multi-tenanted building located within International Tech Park Bangalore in Bangalore; and
- (iii) the upfront construction loans, and remaining consideration and associated costs to acquire buildings 5 and 6 at aVance Business Hub property, which have a total floor area of approximately 1.80 million square feet and are located within HITEC City in Hyderabad.

In addition to the above, the reduction of gearing will also enhance a-iTrust’s financial flexibility to pursue opportunistic acquisitions to enhance Unitholders’ value.

4.2 Possible increase in trading liquidity of Units

The New Units to be issued pursuant to the Private Placement will increase the number of Units in issue by 73,029,000 Units, which represents an increase of approximately 7.8% of the total number of Units currently in issue.

The increase in the total number of Units in issue and enlarged Unitholder base is expected to improve the trading liquidity of the Units.

5. Authority to Issue New Units

The New Units will be issued pursuant to a general mandate (the “General Mandate”) given to the Trustee-Manager at the annual general meeting (“AGM”) held on 13 July 2017, pursuant to which the Trustee-Manager may, during the period from 13 July 2017 to

3 Gearing is calculated by dividing a-iTrust's effective borrowings by the value of a-iTrust's properties. “Effective borrowings” is calculated by adding/(deducting) derivative financial instruments liabilities/(assets) to/from gross borrowings, including deferred consideration.

4 As at 5 February 2018 (inclusive of the bridging loan drawn down to finance the Acquisition in the interim).

5 Subject to final approval of the building permit from the Multi Storey Building Committee.

(i) the conclusion of the next AGM of a-iTrust or (ii) the date by which the next AGM of a-iTrust is required by applicable regulations to be held, whichever is earlier, issue new Units and/or securities, warrants, debentures or other instruments convertible into Units (the “**Convertible Securities**”) such that the number of new Units (and/or Units into which the Convertible Securities may be converted) does not exceed 50.0% of the total number of Units in issue (excluding treasury Units, if any) as at 13 July 2017 (the “**Base Figure**”), of which the aggregate number of new Units (and/or Units into which the Convertible Securities may be converted) issued other than on a pro-rata basis to existing Unitholders, shall not be more than 20.0% of the Base Figure.

As at 13 July 2017, the number of Units in issue was 933,064,167.

The amount of Units that can be issued under the General Mandate is 466,532,083 Units, of which no more than 186,612,833 Units may be issued for a non pro-rata placement. The Trustee-Manager has issued 2,329,845 Units since 13 July 2017 on a non pro-rata basis (the “**Issued Units**”).

The 73,029,000 New Units to be issued pursuant to the Private Placement would constitute 7.8% of the Base Figure, which, together with the Issued Units, are within the 20.0% limit for issue of new Units other than on a pro-rata basis. Accordingly, the prior approval of the Unitholders is not required for the issue of the New Units under the Private Placement.

6. Eligibility to Participate in the Private Placement

The offer of New Units under the Private Placement will be made to institutional and other investors.

The New Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and in compliance with applicable state laws.

The Trustee-Manager, along with the Joint Bookrunners and Underwriters, reserve the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

7. Status of the New Units

7.1 Entitlement to Advanced Distribution

a-iTrust’s policy is to distribute its distributable income on a semi-annual basis to Unitholders.

In connection with the Private Placement, the Trustee-Manager intends to declare, in respect of the Units in issue on the day immediately prior to the date on which the New Units pursuant to the Private Placement are issued (the “**Existing Units**”), a distribution of the distributable income for the period from 1 October 2017 to the day immediately prior to

the date on which the New Units are issued pursuant to the Private Placement (the “**Advanced Distribution**”).

The current expectation of the Trustee-Manager is that the quantum of distribution per Unit under the Advanced Distribution will be approximately 2.44 cents⁶. A further announcement on the actual amount of Advanced Distribution (which may differ from the estimate above) will be made by the Trustee-Manager in due course after the management accounts of a-iTrust for the relevant period have been finalised.

The next distribution following the Advanced Distribution will comprise a-iTrust’s distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 March 2018 (the “**Relevant Period Distribution**”). Semi-annual distributions will resume thereafter.

The New Units pursuant to the Private Placement are expected to be listed on 14 February 2018.

The Advanced Distribution is intended to ensure that the distributable income accrued by a-iTrust up to the day immediately preceding the date of issue of the New Units (which at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

7.2 Status of New Units issued pursuant to the Private Placement

The New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Existing Units, including the right to a-iTrust’s distributable income from the date of issuance of the New Units under the Private Placement as well as all distributions thereafter, other than in respect of the Advanced Distribution.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Private Placement will not be entitled to the Advanced Distribution.

8. Application to the SGX-ST for Approval in-Principle

The Trustee-Manager will make a formal application to the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST. An appropriate announcement will be made upon the receipt of such approval in-principle from the SGX-ST.

⁶ This amount is an estimate only based on information currently available to the Trustee-Manager and the Trustee-Manager’s estimate of a-iTrust’s revenue and expenses and the actual Advanced Distribution may differ. The actual quantum of the distribution will be announced on a later date after the closure of the Transfer Books and Register of Unitholders.

BY ORDER OF THE BOARD
ASCENDAS PROPERTY FUND TRUSTEE PTE. LTD.
(Company Registration No. 200412730D)
(as Trustee-Manager of a-iTrust)

Mary Judith de Souza
Company Secretary
5 February 2018

Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for units in a-iTrust (“**Units**”). This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, Canada or Japan, 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 described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States unless registered under the Securities Act, or except pursuant to an applicable exemption from registration. There will be no public offer of securities in the United States.

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Trustee-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 have no right to request the Trustee-Manager to redeem their Units while the Units are listed. It is intended that Unitholders of a-iTrust may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of a-iTrust is not necessarily indicative of the future performance of a-iTrust.

All figures in this announcement unless expressed differently or otherwise stated are rounded off to one decimal place.