



Forterra Trust

(A business trust registered in the Republic of Singapore)
(Managed by Forterra Real Estate Pte. Ltd.)

MANDATORY CONDITIONAL CASH OFFER FOR FORTERRA TRUST APPROVAL FOR THE DELISTING OF FORTERRA TRUST AND WAIVER OF RULES 1307 AND 705(1) OF THE LISTING MANUAL OF THE SGX-ST

1. INTRODUCTION

The Board of Directors (**Board**) of Forterra Real Estate Pte. Ltd. (**Trustee-Manager**), acting in its capacity as trustee-manager of Forterra Trust (**Forterra**), refers to:

- (a) the offer document dated 20 November 2014 (**Offer Document**) issued by Credit Suisse (Singapore) Limited (**Credit Suisse**), for and on behalf of New Precise Holdings Limited (**Offeror**) (an indirect wholly-owned subsidiary of Nan Fung International Holdings Limited), to the unitholders of Forterra (**Unitholders**) on the same date in connection with the mandatory conditional cash offer (**Offer**) by Credit Suisse, for and on behalf of the Offeror, to acquire (a) all the issued units in Forterra (**Units**) other than those already owned, controlled or agreed to be acquired by the Offeror and (b) all new units unconditionally issued or to be issued pursuant to the valid exercise, prior to the close of the Offer, of any unit options granted under the Forterra Unit Option Scheme;
- (b) the written notification dated 26 November 2014 (**Revised Offer Notification**) issued by Credit Suisse, for and on behalf of the Offeror, in relation to *inter alia* the revision of the offer price; and
- (c) the announcement dated 6 January 2015 (**Compulsory Acquisition Announcement**) by Credit Suisse, for and on behalf of the Offeror, in relation to the despatch of the documents in relation to, *inter alia*, the proposed compulsory acquisition (**Compulsory Acquisition**) by the Offeror of all the Units in Forterra held by Unitholders who have not accepted the Offer pursuant to Section 40A(1) of the Business Trusts Act (Chapter 31A of Singapore).

In connection with the Compulsory Acquisition, the Trustee-Manager has made an application to the Singapore Exchange Securities Trading Limited (**SGX-ST**) to, *inter alia*:

- (i) obtain SGX-ST's confirmation that it has no objection to the proposed voluntary delisting (**Delisting**) of Forterra from the Official List of the SGX-ST and seek a waiver from the SGX-ST from the requirements under Rule 1307 of the Listing Manual of the SGX-ST (**Listing Manual**); and
- (ii) seek a waiver from the SGX-ST from the requirements under Rule 705(1) of the Listing Manual.

2. DELISTING AND WAIVER OF RULE 1307 OF THE LISTING MANUAL

Pursuant to Rule 1307 of the Listing Manual, the SGX-ST may agree to an application by an issuer to delist from the Official List of the SGX-ST if, *inter alia*, the requirements of Rule 1307 of the Listing Manual are complied with by the issuer.

The Trustee-Manager had sought from the SGX-ST a waiver of compliance of Rule 1307 of the Listing Manual, as the Offeror presently owns or controls an aggregate of 249,598,882 Units, representing approximately 97.11 per cent. of the total number of issued Units and accordingly, if an extraordinary general meeting (**EGM**) is convened for the purposes of Rule 1307 of the Listing Manual, the Offeror will be able to unilaterally decide the outcome of the EGM regardless of the votes of the minority Unitholders of Forterra. In view of the above, as it is a foregone conclusion that any resolution to delist Forterra will be approved, the convening of an EGM will not prove to be of much benefit to the minority Unitholders but would instead cause Forterra to incur unnecessary compliance costs.

In addition, the Offeror will be sole unitholder of Forterra after completion of the Compulsory Acquisition.

The Board wishes to announce that the SGX-ST had by its letter dated 26 January 2015 informed the Trustee-Manager that it has no objection to:

- (i) the Delisting, subject to the completion of the Compulsory Acquisition; and
- (ii) the Trustee-Manager's application for waiver of Rule 1307 of the Listing Manual, subject to the following:
 - (A) an announcement via SGXNET of the waiver granted, the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual; and
 - (B) submission of a written confirmation from Forterra that the waiver does not contravene any laws and regulations governing Forterra and the trust deed of Forterra.

By the release of this announcement, the condition as set out in paragraph 2(ii)(A) above has been satisfied. The Trustee-Manager will be submitting to the SGX-ST the written confirmation referred to in paragraph 2(ii)(B) above.

The SGX-ST's decision is not to be taken as an indication of the merits of the proposed Delisting, Forterra and/or its subsidiaries.

The date and time of the delisting of Forterra from the Official List of the SGX-ST will be announced in due course.

3. WAIVER OF RULE 705(1) OF THE LISTING MANUAL

Pursuant to Rule 705(1) of the Listing Manual, the financial statements of Forterra for the full year ended 31 December 2014 (**FY2014 Financial Statements**) are due to be announced by Forterra immediately after the figures are available, but in any event not later than 60 days after the end of the relevant financial year. Based on Rule 705(1) of the Listing Manual, Forterra is required to announce its FY2014 Financial Statements by 1 March 2015.

The Trustee-Manager had sought from the SGX-ST a waiver of compliance of Rule 705(1) of the Listing Manual as:

- (a) whilst the Compulsory Acquisition is currently anticipated to be completed and the Delisting to take place prior to 1 March 2015, in the event that the Compulsory Acquisition and Delisting are delayed beyond 1 March 2015 for any reason, release of the FY2014 Financial Statements would not serve any meaningful purpose and would incur unnecessary compliance costs for Forterra; and
- (b) minority Unitholders would not be prejudiced in any way should the FY2014 Financial Statements not be released in the event that the Compulsory Acquisition and Delisting are delayed beyond 1 March 2015 for any reason as trading in the Units of Forterra has already been suspended, and will remain suspended until completion of the Compulsory Acquisition and the Delisting.

The Board wishes to announce that the SGX-ST had by its letter dated 26 January 2015 informed the Trustee-Manager that it has no objection to granting a waiver of Rule 705(1) of the Listing Manual, subject to the following:

- (i) an announcement via SGXNET of the waiver granted, the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual; and
- (ii) submission of a written confirmation from Forterra that the waiver does not contravene any laws and regulations governing Forterra and the trust deed of Forterra.

By the release of this announcement, the condition as set out in paragraph 3(i) above has been satisfied. The Trustee-Manager will be submitting to the SGX-ST the written confirmation referred to in paragraph 3(ii) above.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Trustee-Manager (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (other than those relating to the Offeror) are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Document, the Revised Offer Notification and the Compulsory Acquisition Announcement) or obtained from a named source, the sole responsibility of the directors of the Trustee-Manager has been to ensure through reasonable enquiries that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

The directors of the Trustee-Manager jointly and severally accept full responsibility accordingly.

By ORDER OF THE BOARD

Forterra Real Estate Pte. Ltd.

(as trustee-manager of Forterra Trust)

(Company registration no: 201003233M)

Emily Teo

Secretary

27 January 2015

IMPORTANT NOTICE

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 the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors will have no right to request that the Trustee-Manager redeem or purchase the Units while the Units are listed on the SGX-ST. It is intended that holders of the Units 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 Forterra Trust is not necessarily indicative of the future performance of Forterra Trust.