



**Daiwa House**  
Logistics Trust

**DAIWA HOUSE LOGISTICS TRUST**

(a real estate investment trust constituted on 2 November 2021 under the laws of the Republic of Singapore)

**Offering of 244,438,000 Units (subject to the Over-Allotment Option)**

**Offering Price: S\$0.80 per Unit**

*Prior to making a decision to purchase the units (“Units”) in Daiwa House Logistics Trust (“DHLT”), you should carefully consider all the information contained in the Prospectus. This Product Highlights Sheet should be read in conjunction with the Prospectus. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. If you are in doubt as to investing in the Units, you should consult your legal, financial, tax or other professional adviser.*

This Product Highlights Sheet is an important document.

- It highlights the key information and risks relating to the offer of the Units contained in the Prospectus. It complements the Prospectus.<sup>1</sup>
- You should not purchase the Units if you do not understand the nature of an investment in units in a real estate investment trust, DHLT’s business or are not comfortable with the accompanying risks.
- If you wish to purchase the Units, you will need to make an application in the manner set out in the Prospectus. If you do not have a copy of the Prospectus, please contact the Manager, the Joint Issue Managers and Global Co-ordinators or the Joint Bookrunners and Underwriters to ask for one.

<b>Manager/Trustee/ Sponsor</b>	<ul style="list-style-type: none"> <li>• Manager: Daiwa House Asset Management Asia Pte. Ltd.</li> <li>• Trustee: HSBC Institutional Trust Services (Singapore) Limited</li> <li>• Sponsor: Daiwa House Industry Co., Ltd. (“DHI” or the “Sponsor”)</li> </ul>	<b>Place of incorporation</b>	<ul style="list-style-type: none"> <li>• Manager: Singapore</li> <li>• Trustee: Singapore</li> <li>• Sponsor: Japan</li> </ul>
<b>Details of this offer</b>	<ul style="list-style-type: none"> <li>• Total number of Units to be offered under the Offering (subject to the Over-Allotment Option): 244,438,000 Units <ul style="list-style-type: none"> <li>– Placement Tranche: 219,438,000 Units</li> <li>– Public Offer: 25,000,000 Units</li> </ul> </li> </ul>	<b>Total amount to be raised in this offer</b>	Gross proceeds of S\$540.0million will be raised from the Offering, the issuance of the Sponsor’s Subscription Units and the Cornerstone Units (each as defined in the Prospectus). In addition, S\$35.5 million will be raised from the issuance of the Perpetual Securities (as defined in the Prospectus).

<sup>1</sup> The Prospectus, lodged with and registered by the Monetary Authority of Singapore on 10 November 2021 and 19 November 2021, respectively, is available for collection, subject to availability, during office hours from DBS Bank Ltd., Nomura Singapore Limited, and where applicable, from members of the Association of Banks in Singapore, members of the SGX-ST and merchant banks in Singapore or accessible at the MAS’ OPERA website at <http://eservices.mas.gov.sg/opera/>.

<b>Issue Price</b>	S\$0.80 per Unit	<b>Listing status of DHLT and the Units</b>	DHLT has received a letter of eligibility from the SGX-ST for the listing and quotation of (i) all Units to be issued pursuant to the Offering, (ii) the Initial Units (as defined in the Prospectus), (iii) the Sponsor's Subscription Units; and (iv) the Cornerstone Units; (v) the Units to be issued to the Manager from time to time in full or part payment of the fees payable to the Manager, on the Official List of SGX-ST Mainboard. The Units are expected to be listed on 26 November 2021.
<b>Joint Issue Managers</b>	DBS Bank Ltd. and Nomura Singapore Limited	<b>Joint Bookrunners and Underwriters</b>	DBS Bank Ltd., Nomura Singapore Limited, Citigroup Global Markets Singapore Pte. Ltd., Credit Suisse (Singapore) Limited, Daiwa Capital Markets Singapore Limited, Mizuho Securities (Singapore) Pte. Ltd., Morgan Stanley Asia (Singapore) Pte. and SMBC Nikko Capital Markets Limited. Mizuho Securities (Singapore) Pte. Ltd. and SMBC Nikko Capital Markets Limited are Joint Bookrunners and Underwriters in connection with the Placement Tranche only and are not Joint Bookrunners or Underwriters in connection with the Public Offer. SMBC Nikko Capital Markets Limited and its affiliates have not engaged and will not engage in any marketing and/or offering of any Offering Units in DHLT (including procuring subscribers for any of the Offering Units) to any investor in Singapore.

## OVERVIEW

### WHO ARE WE AND WHAT DO WE DO?

DHLT is a Singapore real estate investment trust (“REIT”) established with the investment strategy of principally investing, directly or indirectly, in a portfolio of income-producing logistics and industrial real estate assets located across Asia. The Manager is a wholly-owned subsidiary of the Sponsor, which was founded in 1955 and is one of the largest construction and real estate development companies in Japan. The initial portfolio of DHLT (the “**IPO Portfolio**”) as at the Listing Date comprises 14 modern logistics properties in Japan with an aggregate appraised value of approximately ¥80,570.0 million (S\$952.9 million). The aggregate purchase consideration payable by DHLT for the IPO Portfolio is ¥71,068.5 million (S\$840.5 million). The table below sets out certain information on the IPO Portfolio.

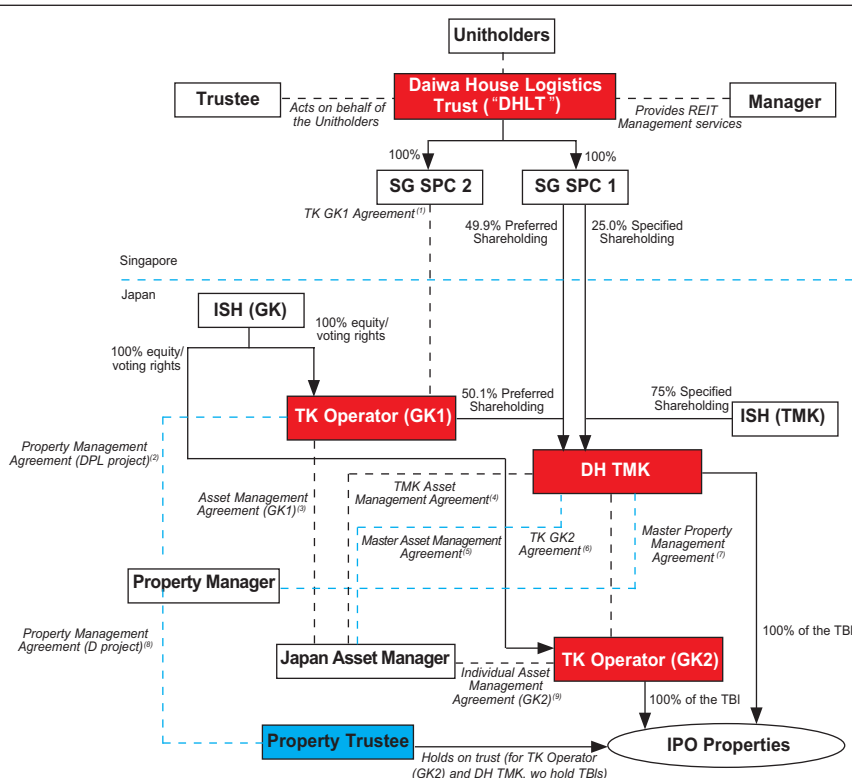
	IPO Portfolio
<b>Appraised Value</b>	JPY 80,570.0 million or S\$952.9 million <sup>(1)(2)</sup>
<b>Net Lettable Area (sq m)</b>	423,920
<b>Weighted Average Lease Expiry by Occupied NLA (years) as of 30 June 2021</b>	7.2
<b>Occupancy Rate (%) as of 1 October 2021</b>	96.3

**Notes:**

- (1) The Appraised Value is calculated based on the average of the two independent valuations of the IPO Properties conducted by the Independent Valuers (as defined in the Prospectus) which are as at 30 June 2021.
- (2) Based on exchange rate on 1 November 2021: 1S\$ = 84.55 JPY.

DHLT was constituted on 2 November 2021. The following diagram illustrates the structure of DHLT as at the Listing Date:

Refer to “*Overview – Overview of DHLT*” on page 1, “*Overview – DHLT’s IPO Portfolio*” on page 1, “*Overview – Certain Information on the IPO Properties*” on page 3, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – General Background*” on page 168, “*Business and Properties*” on page 208 and “*The Formation and Structure of DHLT*” on page 338 of the Prospectus for more information.



**Notes:**

- (1) “TK GK1 Agreement” refers to the TK agreement entered into between SG SPC 2 and TK Operator (GK1) on 9 November 2021 to appoint TK Operator (GK1) as the TK Operator for SG SPC 2 in respect of 50.1% of preferred shares of DH TMK (as defined in the Prospectus).
- (2) “Property Management Agreement (DPL Project)” refers to the conditional property management agreements entered into amongst the Property Trustee, TK Operator (GK1) as the Master Lessee and the Property Manager on 9 November 2021 in relation to the Master Lease Property.
- (3) “Asset Management Agreement (GK1)” refers to the asset management agreement entered into between TK Operator (GK1) and the Japan Asset Manager on 9 November 2021 in respect of 50.1% of preferred shares of DH TMK.
- (4) “TMK Asset Management Agreement” refers to the asset management agreement entered into between DH TMK and the Japan Asset Manager on 9 November 2021 in respect of the TMK Properties and the TK interests in TK Operator (GK2) (as defined in the Prospectus).
- (5) “Master Asset Management Agreement” refers to the master asset management agreement entered into between DH TMK and the Japan Asset Manager on 9 November 2021 regarding asset management agreements to be entered into between each limited liability company (*godo kaisha*) in which DH TMK makes a silent partnership (*tokumei kumiai*) investment and the Japan Asset Manager from time to time.
- (6) “TK GK2 Agreement” refers to the agreement entered into between DH TMK and TK Operator (GK2) on 9 November 2021 to appoint TK Operator (GK2) as the TK Operator of DH TMK in respect of each of the GK2 Properties.
- (7) “Master Property Management Agreement” refers to the master property management agreement entered into amongst DH TMK, the Japan Asset Manager and the Property Manager on 9 November 2021 regarding property management agreements to be entered into among the Property Trustee, TK Operator (GK1) as the Master Lessee and the Property Manager from time to time.
- (8) “Property Management Agreement (D Project)” refers to the conditional property management agreements entered into between the Property Trustee and the Property Manager on 9 November 2021 in relation to the IPO Properties save for the Master Lease Property.
- (9) “Individual Asset Management Agreement (GK2)” refers to the individual asset management agreement entered into between TK Operator (GK2) and the Japan Asset Manager on 9 November 2021.

## WHO ARE OUR DIRECTORS AND KEY EXECUTIVES?

The board of directors of Daiwa House Asset Management Asia Pte. Ltd., in its capacity as manager of DHLT (the “**Manager**”), comprise:

- Tan Jeh Wuan (Chairman and Independent Non-Executive Director);
- Tan Juay Hiang (Independent Non-Executive Director);
- Takashi Suzuki (Independent Non-Executive Director);
- Yoshiyuki Takagi (Non-Independent Non-Executive Director);
- Eiichi Shibata (Non-Independent Non-Executive Director); and
- Takeshi Fujita (Non-Independent Executive Director and Chief Executive Officer).

The key executive officers of the Manager comprise:

- Takeshi Fujita (Non-Independent Executive Director and Chief Executive Officer);
- Chua Tai Hua Anne (Chief Financial Officer);
- Toru Aoki (Chief Risk Officer);
- Jun Yamamura (Head of Planning);
- Cho Hongrae (Head of Investment); and
- Daijiro Nose (Head of Asset Management).

Refer to “*The Manager and Corporate Governance*” on page 295 of the Prospectus for more information on the directors and management of the Manager.

## WHO ARE OUR CONTROLLING UNITHOLDERS AND SPONSOR?

Following the Offering, DHLT will have 675,000,000 issued Units, of which 94,500,000 Units will be held by DHI and 336,062,000 Units will be held by the Cornerstone Investors. The total number of outstanding Units immediately after completion of the Offering will be 675,000,000 Units.

Refer to “*Ownership of the Units*” on page 139 of the Prospectus for more information.

## HOW WAS OUR HISTORICAL FINANCIAL PERFORMANCE AND WHAT IS OUR CURRENT FINANCIAL POSITION?

### Unaudited Pro Forma Consolidated Financial Information

The Manager is proposing to present the unaudited pro forma consolidated statements of comprehensive income for the financial years ended 31 December 2018, 31 December 2019 and 31 December 2020, and the six-month financial periods ended 30 June 2020 and 30 June 2021, the unaudited pro forma consolidated statements of cash flows for the financial year ended 31 December 2020 and the six-month financial period ended 30 June 2021 and the unaudited pro forma consolidated statements of financial position as at 31 December 2020 and 30 June 2021 (collectively, the “**Unaudited Pro Forma Consolidated Financial Information**”) and a profit forecast for the period between 1 October 2021 to 31 December 2021 (“**Forecast Period 2021**”) and a profit projection for the financial year ended 31 December 2022 (“**Projection Year 2022**”).

Refer to “*Unaudited Pro Forma Consolidated Financial Information*” on page 164 and “*Profit Forecast and Profit Projection*” on page 182 of the Prospectus for more information on DHLT’s financial performance and position.

### Key Profit and Loss Information

	Financial Year Ended 31 December 2018	Financial Year Ended 31 December 2019	Financial Year Ended 31 December 2020	Financial Period Ended 30 June 2020	Financial Period Ended 30 June 2021
Net Property Income (S\$’000)	29,311	44,417	54,781	26,961	26,754
Net income before tax and fair value change in investment properties (S\$’000)	15,919	29,875	36,181	17,660	18,456
Total returns (S\$’000)	7,666	19,593	27,098	13,170	15,032

**Key Profit and Loss Information (continued)**

	Forecast Period 2021	Projection Year 2022
Net Property Income (S\$'000)	13,132	52,646
Net income before tax and fair value change in investment properties (S\$'000)	8,772	37,414
Total returns (S\$'000)	6,848	28,358
Distributable Income to Unitholders of DHLT (S\$'000)	8,442	35,288
Distribution per Unit (Singapore cents)	1.25	5.21
Distribution Yield (%)	6.3	6.5

**Key Cash Flows Information**

	Financial Year ended 31 December 2020	Six-month Period ended 30 June 2021
	S\$'000	S\$'000
Net cash flows (used in)/generated from operating activities	(31,686)	20,907
Cash flows used in investing activities	(861,461)	–
Cash flows generated from/ (used in) financing activities	899,685	(17,169)
Net increase/(decrease) in cash and cash equivalents	6,538	3,738
Cash and cash equivalents at end of the year/period	6,251	9,657

**Key Balance Sheet Information**

	As at 31 December 2020	As at 30 June 2021
	S\$'000	S\$'000
Total assets	1,214,904	1,213,375
Total liabilities	665,651	664,122
Net assets	549,253	549,253

**INVESTMENT HIGHLIGHTS**
**WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?**

The Manager plans to achieve DHLT's objectives through the following key strategies:

- proactive asset management and asset enhancement strategy;
- investments and acquisition growth strategy;
- capital management strategy;
- management team/governance; and
- sustainability

Refer to "Strategy" on page 197 of the Prospectus for more information on the Manager's strategies and future plans.

**WHAT ARE THE KEY TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US?**

DHLT may be adversely affected by economic and real estate market conditions, as well as changes in regulatory, fiscal and other governmental policies in the jurisdictions in which DHLT’s properties may be located, such as Japan and countries in Asia. The IPO Properties are located in Japan but may over time be located in various other jurisdictions in Asia. As a result, DHLT’s revenue and results of operations depend upon the performances of the economies of the foreign jurisdictions, such as Japan and countries in Asia. An economic decline in these economies could adversely affect DHLT’s results of operations and future growth. In addition, the economy of the jurisdictions in which DHLT’s Properties are located may be affected by global economic condition as the financial markets and the economies of these jurisdictions may be influenced by economic and market conditions in other countries. Global credit markets have experienced, and may continue to experience, volatility and liquidity disruptions, which have resulted in the consolidation, failure or near failure of a number of institutions in the banking and insurance industries. These events could adversely affect DHLT insofar as they result in:

- a negative impact on the ability of the tenants to pay their rents or fees in a timely manner or continue their leases, thus reducing DHLT’s cash flows;
- a decline in the demand for leased space for industrial and logistics purposes across the jurisdictions in which DHLT’s properties may be located and the rents that can be charged when leases are renewed or new leases entered into, as compared to rents that are currently charged;
- a decline in the market value of DHLT’s properties;
- access to capital markets becoming more difficult, expensive or impossible resulting in a material adverse effect on DHLT’s ability to obtain debt or equity capital to fund its operations, meet its obligations, purchase additional properties or otherwise conduct its business;
- an increase in counterparty risk (being the risk of monetary loss which DHLT may be exposed to if any of its counterparties encounters difficulty in meeting its obligations under the terms of its respective transaction); and/or
- one or more of (i) DHLT’s banking syndicates (if any), (ii) banks or insurers, as the case may be, providing bankers’ guarantees or performance bonds for the rental deposits or other types of deposits relating to or in connection with DHLT’s properties or operations or (iii) DHLT’s insurers, may be unable to honour their commitments to DHLT.

**The above are not the only trends, uncertainties, demands, commitments or events that could affect DHLT. Please refer to the other factors set out in the sections of the Prospectus listed in the column to the right.**

**The Manager has prepared the Profit Forecast and Profit Projection on the assumptions set out in the Prospectus. You should consider these assumptions as well as the Profit Forecast and Profit Projection and make your own assessment of the future performance of DHLT.**

Refer to “*Overview – Key Investment Highlights of DHLT*” on page 6, “*Risk Factors*” on page 92 and “*Profit Forecast and Profit Projection – Assumptions*” on page 184 of the Prospectus.

**WHAT ARE THE FEES AND CHARGES PAYABLE TO THE MANAGER THAT MAY AFFECT US AND YOUR INVESTMENT IN THE UNITS**

The following is a summary of certain fees and charges payable by DHLT or its subsidiaries in connection with the establishment and on-going management and operation of DHLT and its subsidiaries. Please refer to the full details set out in the sections of the Prospectus listed in the column to the right.

<b>Payable by DHLT</b>	<b>Amount payable</b>
Management Fee (payable to the Manager)	<p><b>Base Fee:</b> 10.0% per annum (or such lower percentage as may be determined by the Manager in its absolute discretion) of DHLT’s Annual Distributable Income (as defined in the Prospectus) (calculated before accounting for the Base Fee and the Performance Fee).</p> <p><b>Performance Fee:</b> 25.0% per annum (or such lower percentage as may be determined by the Manager in its absolute discretion) of the difference in distribution per Unit (“DPU”) in a financial year with the DPU of the preceding financial year multiplied by the weighted average number of Units in issue for such financial year.</p>

Refer to “*Overview – Certain Fees and Charges – Fees and Charges in Connection with the Establishment and On-going Management and Operation of DHLT and its Subsidiaries*” on page 57 of the Prospectus for more information on fees and charges payable by DHLT including the rationale for each of the fees payable by DHLT or its subsidiaries to the Manager.



Payable by DHLT	Amount payable
Trustee's Fee (payable to the Trustee)	The Trustee's fee shall not exceed 0.10% per annum of the value of the Deposited Property (as defined in the Prospectus), subject to a minimum amount of S\$12,000 per month, excluding out-of-pocket expenses and GST, and shall be payable out of the Deposited Property monthly in arrears in accordance with the Trust Deed.
Acquisition Fee (payable to the Manager or its nominee)	<p>1.0% (or such lower percentage as may be determined by the Manager in its absolute discretion) of each of the following as is applicable (subject to there being no double-counting):</p> <ul style="list-style-type: none"> <li>• the acquisition price of any real estate purchased, whether directly or indirectly through one or more SPVs, by DHLT;</li> <li>• the underlying value<sup>2</sup> of any real estate which is taken into account when computing the purchase consideration payable for the equity interests of any vehicle holding directly or indirectly the real estate purchased, whether directly or indirectly through one or more SPVs, by DHLT; or</li> <li>• the purchase consideration of any investment purchased by DHLT, whether directly or indirectly through one or more SPVs, in any debt securities of any property corporation or other SPV owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.</li> </ul> <p>No Acquisition Fee is payable for the acquisition of the IPO Portfolio by DHLT, as there will instead be the One-off Set Up Fee payable to the Japan Asset Manager (see below).</p>
Divestment Fee (payable to the Manager or its nominee)	<p>0.5% (or such lower percentage as may be determined by the Manager in its absolute discretion) of each of the following as is applicable (subject to there being no double-counting):</p> <ul style="list-style-type: none"> <li>• the sale price of any real estate sold or divested, whether directly or indirectly through one or more SPVs, by DHLT;</li> <li>• the underlying value of any real estate which is taken into account when computing the sale price for the equity interests in any vehicle holding directly or indirectly the real estate, sold or divested, whether directly or indirectly through one or more SPVs, by DHLT; or</li> <li>• the sale price of any investment sold or divested by DHLT, whether directly or indirectly through one or more SPVs, in any debt securities of any property corporation or other SPV owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.</li> </ul>
Development Management Fee (payable to the Manager or its nominee)	The Manager or its nominee is entitled to receive, for its own account out of the Deposited Property, a development management fee equivalent to 3.0% of the Total Project Costs (as defined in the Prospectus) incurred in a Development Project (as defined in the Prospectus) undertaken by the Manager on behalf of DHLT. DHLT will only undertake development activities within the limits of the Property Funds Appendix subject to limited exceptions set out in the section of the Prospectus listed in the column to the right.

<sup>2</sup> For example, if DHLT acquires an SPV which holds real estate, such underlying value would be the value of the real estate derived from the amount of equity paid by DHLT as the purchase price and any debt of the SPV.

Payable by DHLT	Amount payable
<p>One-off Set Up Fee (payable to the Daiwa House Real Estate Investment Management Co., Ltd. (the “Japan Asset Manager”))</p>	<p>The Japan Asset Manager is entitled to receive, for its own account out of the Deposited Property, a one-off set up fee equivalent to 0.3% of the purchase consideration of the IPO Portfolio to be paid upfront in consideration for the Japan Asset Manager’s administrative services provided in connection with the identification of acquisition opportunities and to give effect to the acquisition of the IPO Portfolio. The One-off Set Up Fee is payable in respect of the acquisition of the IPO Portfolio only and will not be payable for subsequent acquisitions of properties in Japan by DHLT. The One-off Set Up Fee will be payable in cash to the Japan Asset Manager.</p>
<p>AM Acquisition Fee (payable to the Japan Asset Manager)</p>	<p>The Japan Asset Manager is entitled to an acquisition fee for DHLT’s properties of 0.3% of the purchase consideration of the properties to be acquired by DH TMK and (ii) up to 0.3% of the purchase consideration of the properties to be acquired of by the prospective GK that may be incorporated by DHLT from time to time, as consideration for the Japan Asset Manager’s administrative services provided in connection with the identification of acquisition opportunities and to give effect to the decisions of DH TMK, or the prospective GK.</p> <p>The Japan Asset Manager shall be entitled to receive out of the Deposited Property the AM Acquisition Fee provided that the Acquisition Fee payable to the Manager under the Trust Deed shall be reduced by the amount of AM Acquisition Fee payable to the Japan Asset Manager, and, where the Manager is required to receive the Acquisition Fee in Units for the acquisition of a property from a Related Party, the Manager will have to refund DHLT the AM Acquisition Fee paid to the Japan Asset Manager in cash, such that there will be no double-counting of the fees.</p>
<p>Japan Asset Management Fees (payable to the Japan Asset Manager)</p>	<p>The Japan Asset Manager is entitled to asset servicing and administration fees comprising of an ongoing property operation and administration fee of a total of up to 0.15% per annum of the purchase price of the trust beneficial interest (“TBI”) acquired.</p> <p>The Japan Asset Manager shall be entitled to receive out of the Deposited Property the Asset Management Fees provided that the Management Fees payable to the Manager pursuant to the Trust Deed shall be reduced by the amount of Asset Management Fees payable to the Japan Asset Manager, such that there will be no double-counting of the fees.</p>
<p>AM Divestment Fee (payable to the Japan Asset Manager)</p>	<p>The Japan Asset Manager is entitled to a divestment fee for DHLT’s properties of 0.3% of the purchase consideration of the properties to be disposed of by DH TMK, (ii) 0.3% of the purchase consideration of the properties to be disposed of by TK Operator (GK2) and (iii) up to 0.3% of the purchase consideration of the properties to be disposed of by the prospective GK that may be incorporated by DHLT from time to time, as consideration for the Japan Asset Manager’s administrative services provided in connection with the identification of divestment opportunities and to give effect to the decisions of DH TMK, TK Operator (GK2) or the prospective GK.</p> <p>The Japan Asset Manager shall be entitled to receive out of the Deposited Property the AM Divestment Fee provided that the Divestment Fee payable to the Manager under the Trust Deed shall be reduced by the amount of AM Divestment Fee payable to the Japan Asset Manager, and where the Manager is required to receive the Divestment Fee in Units for the divestment of a property to a Related Party, the Manager will have to refund DHLT for the AM Divestment Fee paid to the Japan Asset Manager in cash, such that there will be no double-counting of the fees.</p>



Payable by DHLT	Amount payable
Fees payable to Daiwa House Property Management Co., Ltd. (the “Property Manager”)	<ul style="list-style-type: none"> <li>• Property Management Fee;</li> <li>• Construction Management Fee; and</li> <li>• Lease Contract Administration Fee,</li> </ul> (each as defined in the Prospectus).
Fees payable to Sumitomo Mitsui Trust Bank, Limited (the “Property Trustee”)	In respect of each property in the IPO Portfolio, an initial trust fee of JPY 700,000 in relation to the acquisition of each IPO Property by DHLT and a base fee of JPY 700,000 per annum for each IPO Property. In the event the Manager decides to engage the Property Trustee to provide other services, additional fees will be payable by DHLT.

**WHAT ARE THE KEY RISKS WHICH HAD MATERIALLY AFFECTED OR COULD MATERIALLY AFFECT US AND YOUR INVESTMENT IN THE UNITS?**

<p>The Manager considers the following to be important key risks which could materially affect DHLT’s business operations, financial position and results, and/or your investment in the Units.</p> <ul style="list-style-type: none"> <li>• There are special risks associated with the underlying land of DHLT Properties held in the form of a leasehold interest or surface rights.</li> <li>• The Property Trustee may not be registered in the land records as lessees or sublessees of the lands on which future properties to be acquired by DHLT are situated.</li> <li>• Ownership rights in some properties may be declared invalid, limited or may have defects that cannot be ascertained at the time of acquisition.</li> <li>• The Sponsor ROFR (as defined in the Prospectus) from the Sponsor is subject to existing commitments from the Sponsor to its existing fund vehicles and there is a risk that DHLT may be unable to acquire any of the Sponsor’s Japanese assets pursuant to the Sponsor ROFR. DHLT ranks fourth in priority and its right of first refusal to acquire the Sponsor’s assets in Japan under the ROFR agreement is, among others, subject to (i) an existing right of first refusal granted by the Sponsor in favour of Daiwa House REIT (as defined in the Prospectus) (the “Existing ROFR”) and (ii) existing commitments from the Sponsor to support the Private Fund (as defined in the Prospectus) and the Global REIT (as defined in the Prospectus), which includes providing to each of the Private Fund and Global REIT with pipeline assets subject to the Existing ROFR. Each of Daiwa House REIT, the Private Fund and the Global REIT are existing fund vehicles managed by the Sponsor group. For further details on the property type and focus of each the Sponsor’s existing fund vehicles, see “The Manager and Corporate Governance – Potential Conflicts of Interest” in the Prospectus.</li> <li>• One of the IPO Properties is and future properties to be acquired by DHLT or its subsidiaries may be subject to the repurchase right.</li> <li>• Some lands of the IPO Portfolio and future properties to be acquired by DHLT or its subsidiaries may be agricultural lands and there may be restrictions when such agricultural lands are transferred or leased.</li> <li>• The DHLT Group may from time to time acquire properties in the form of a property co-ownership interest (<i>kyoyu-mochibun</i>), and their rights relating to such properties may be affected by the rights and intentions of other owners.</li> <li>• Removal of Daiwa House Asset Management Asia Pte. Ltd. as Manager may trigger the mandatory redemption of all the Perpetual Securities which could adversely affect DHLT’s business, prospects and results of operations.</li> <li>• Renovation or redevelopment works or physical damage to DHLT Properties may disrupt the operations of DHLT Properties and collection of rental income or otherwise result in adverse impact on the financial condition of DHLT.</li> <li>• The Manager, Japan Asset Manager and Property Manager are or may be wholly-owned subsidiaries of the Sponsor. There may be potential conflicts of interest between DHLT and these entities.</li> <li>• TK Operator (GK2) and DH TMK hold all of the IPO Properties through TBIs and may suffer losses as a trust beneficiary.</li> </ul>	<p>Refer to “Risk Factors” on page 92 of the Prospectus for more information on risk factors.</p>
--	---

The above are not the only risk factors that had a material effect or could have a material effect on DHLT’s business operations, financial position and results, and your Units. Refer to “Risk Factors” on page 92 of the Prospectus for a discussion on other risk factors and for more information on the above risk factors. Prior to making a decision to invest in the Units, you should consider all the information contained in the Prospectus.

#### WHAT ARE THE RIGHTS ATTACHED TO THE UNITS OFFERED?

The estimated net proceeds from the Invitation, after deducting placement and The rights and interests of the Unitholders are contained in the Trust Deed. Under the Trust Deed, these rights and interests are safeguarded by the Trustee. Each Unit represents an undivided interest in DHLT. A Unitholder has no equitable or proprietary interest in the Deposited Property and are not entitled to the transfer to them of DHLT’s Deposited Property (or any part thereof) or of any estate or interest in the Deposited Property (or any part thereof). The rights of Unitholders are limited to the right to require due administration of DHLT in accordance with the provisions of the Trust Deed, including, without limitation, by suit against the Trustee or the Manager.

The key rights of the Unitholders include rights to receive income and other distributions attributable to the Units held, receive audited accounts and the annual reports of DHLT and participate in the termination of DHLT by receiving a share of all net cash proceeds derived from the realisation of the assets of DHLT less any liabilities, in accordance with their proportionate interests in DHLT.

Refer to “The Formation and Structure of DHLT” on page 338 of the Prospectus for more information on the Units and ownership of the Units.

#### HOW WILL THE PROCEEDS OF THE OFFER BE USED?

The Manager intends to raise gross proceeds of S\$575.5 million (JPY 48,657 million) from the Offering, the issuance of the Sponsor’s Subscription Units, the Cornerstone Units and the Perpetual Securities (as defined in the Prospectus). The following table, included for the purpose of illustration, sets out the intended sources and applications of the total proceeds raised from the Offering, the issuance of the Sponsor’s Subscription Units, the Cornerstone Units and the Perpetual Securities:

Sources	(S\$’000)	Uses	Amount (S\$’000)
Offering	195,550	Payment of Purchase Consideration for the IPO Portfolio <sup>(1)</sup>	840,549
Cornerstone Units	268,850	Issue expenses	26,229
Sponsor’s Subscription Units	75,598	Other transaction costs	27,329
Perpetual Securities	35,482	Refundable consumption tax <sup>(2)</sup>	67,948
TMK Debt Facilities	421,053	Cash reserves required by lenders <sup>(3)</sup>	19,091
Initial Units	2	Working Capital	15,389
<b>Total</b>	<b>996,535</b>	<b>Total</b>	<b>996,535</b>

Refer to “Use of Proceeds” on page 137 of the Prospectus for more information on the use of proceeds.

#### Notes:

- (1) The proceeds from the Offering and the issuance of the Cornerstone Units allocated to Purchase Consideration for the acquisition of the IPO Portfolio will be used to repay the Joint Bookrunners who had pre-funded the acquisition of the IPO Portfolio (including certain transaction costs and working capital). Due to the mechanisms for the settlement of the acquisition, the Purchase Consideration for such acquisition would need to be released a few days prior to the settlement for the respective Vendors to be able to receive the Purchase Consideration on the date of completion of the acquisition.
- (2) Refundable consumption tax is consumption tax paid in relation to the acquisition of the IPO Portfolio, as well as consumption tax associated with relevant IPO costs, acquisition costs for acquiring the properties and loan upfront costs, all of which is expected to be refunded by end of June 2022.
- (3) Cash reserves required by lending banks to be set aside for capital expenditure, property tax, security deposits payable to Superior Landlords, cost to operate special purpose vehicles, interest expense and insurance premium.

## WILL WE BE PAYING DISTRIBUTIONS AFTER THE OFFER?

Distributions from DHLT to Unitholders will be computed based on at least 100% of DHLT's Annual Distributable Income for the period from the Listing Date to the end of Projection Year 2022. Thereafter, DHLT will distribute at least 90.0% of its Annual Distributable Income (as defined in the Prospectus) on a semi-annual basis. The first distribution, which will be in respect of the period from the Listing Date to 30 June 2022, will be paid by the Manager on or before 30 September 2022.

Refer to “Distributions” on page 145 of the Prospectus for more information.

## DEFINITIONS

<i>Cornerstone Investors</i>	:	The cornerstone investors being Bangkok Life Assurance Public Co. Ltd, Credit Suisse AG, Singapore Branch and Credit Suisse AG, Hong Kong Branch (on behalf of certain of their private banking clients), DBS Bank Ltd., DBS Bank Ltd. (on behalf of certain wealth management clients), DBS Bank (Hong Kong) Ltd. (on behalf of certain wealth management clients), DWS Investments Australia Limited, Kuang Ming Investments Pte Limited, Nomura Singapore Limited (on behalf of certain wealth management clients), Hazelview Securities Inc., Metro ARC Investments Pte. Ltd.
<i>COVID-19</i>	:	Coronavirus disease 2019
<i>Initial Units</i>	:	The 2,000 Units issued to DHI in connection with the constitution of DHLT
<i>IPO Portfolio</i>	:	The initial portfolio of DHLT as at the Listing Date
<i>IPO Properties</i>	:	The properties comprising the IPO Portfolio
<i>Listing Date</i>	:	The date of admission of the Units to the Official List of the SGX-ST
<i>Offering</i>	:	The initial public offering of 244,438,000 Units by the Manager for subscription at the Offering Price under the Placement Tranche and the Public Offer
<i>Over-Allotment Option</i>	:	An option granted by the Unit Lender to the Stabilising Manager to acquire from the Unit Lender up to an aggregate of 27,000,000 Units at the Offering Price, solely to cover the over-allotment of Units (if any)
<i>Placement Tranche</i>	:	The international placement of 219,438,000 Units to investors, including institutional and other investors in Singapore pursuant to the Offering
<i>Public Offer</i>	:	The offering of 25,000,000 Units at the Offering Price to the public in Singapore pursuant to the Offering
<i>Stabilising Manager</i>	:	DBS Bank Ltd.

## CONTACT INFORMATION

### WHO CAN YOU CONTACT IF YOU HAVE ANY ENQUIRIES RELATING TO THE OFFERING?

#### HOW DO YOU CONTACT US?

##### The Manager

Daiwa House Asset Management Asia Pte. Ltd.

Address : 8 Marina View #14-09 Asia Square Tower 1 Singapore 018960

Telephone No. : +65 6202 0486

Website : -

##### Joint Bookrunners and Underwriters

DBS Bank Ltd.

Address : 12 Marina Boulevard Level 3 Marina Bay Financial Centre Tower 3 Singapore 018982

Telephone No. : 1800 111 1111

Nomura Singapore Limited

Address : 10 Marina Boulevard #36-01 Marina Bay Financial Centre Tower 2 Singapore 018983

Telephone No. : +65 6433 6288

Citigroup Global Markets Singapore Pte. Ltd.		
Address	:	8 Marina View #21-00 Asia Square Tower 1 Singapore 018960
Telephone No.	:	+65 6657 1959
Credit Suisse (Singapore) Limited		
Address	:	One Raffles Link #03/#04-01 South Lobby Singapore 039393
Telephone No.	:	+65 6212 2000
Daiwa Capital Markets Singapore Limited		
Address	:	7 Straits View #16-05/06 Marina One East Tower Singapore 018936
Telephone No.	:	+65 6387 8888
Mizuho Securities (Singapore) Pte. Ltd.*		
Address	:	12 Marina View #08-02 Asia Square Tower 2 Singapore 018961
Telephone No.	:	+65 6603 5684
SMBC Nikko Capital Markets Limited*		
Address	:	One New Change, London EC4M 9AF, United Kingdom
Telephone No.	:	+44 (0) 20 3527 7073
Morgan Stanley Asia (Singapore) Pte.		
Address	:	23 Church Street, #16-01 Capital Square Singapore 049481
Telephone No.	:	+65 6834 8941

*\*Mizuho Securities (Singapore) Pte. Ltd. and SMBC Nikko Capital Markets Limited are Joint Bookrunners and Underwriters in connection with the Placement Tranche only and are not Joint Bookrunners or Underwriters in connection with the Public Offer. SMBC Nikko Capital Markets Limited and its affiliates have not engaged and will not engage in any marketing and/or offering of any Offering Units in DHLT (including procuring subscribers for any of the Offering Units) to any investor in Singapore*