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

RESULTS OF THE PRIVATE PLACEMENT AND PRICING OF NEW UNITS UNDER THE PRIVATE PLACEMENT

*Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of ESR-REIT dated 6 May 2021 titled “Launch of Equity Fund Raising to Raise Gross Proceeds of Up To Approximately S\$150.0 Million” (the “**Announcement**”).*

1. INTRODUCTION

ESR Funds Management (S) Limited, in its capacity as manager of ESR-REIT (the “**Manager**”), refers to the Announcement on the launch of the proposed equity fund raising, comprising an offering of new units in ESR-REIT (“**Units**”, and the new Units, the “**New Units**”) by way of:

- (i) a private placement of between 195,313,000 and 201,613,000 New Units (the “**Private Placement**”, and the New Units, the “**Private Placement New Units**”) to institutional and other investors at an issue price of between S\$0.372 and S\$0.384 per Private Placement New Unit to raise gross proceeds of not less than approximately S\$75.0 million, subject to an upside option (the “**Upsize Option**”) to issue up to 67,205,000 additional Private Placement New Units to raise additional gross proceeds such that the total gross proceeds of the Private Placement will amount to not more than approximately S\$100.0 million; and
- (ii) a non-renounceable preferential offering of New Units to the existing holders of Units (the “**Unitholders**”) on a *pro rata* basis to raise gross proceeds of not more than approximately S\$50.0 million (the “**Preferential Offering**”),

(together, the **“Equity Fund Raising”**). Pursuant to the Equity Fund Raising, the Manager has no intention of raising aggregate gross proceeds in excess of approximately S\$150.0 million.

The Manager wishes to announce that Citigroup Global Markets Singapore Pte. Ltd. and DBS Bank Ltd., as the joint global co-ordinators and bookrunners for the Private Placement (the **“Joint Global Co-ordinators and Bookrunners”**), have in consultation with the Manager closed the book of orders for the Private Placement on 6 May 2021.

The issue price per New Unit under the Private Placement has been fixed at S\$0.372 per New Unit (the **“Private Placement Issue Price”**), as agreed between the Manager and the Joint Global Co-ordinators and Bookrunners following a book-building process.

The Upsize Option has been exercised in full. With the exercise of the Upsize Option, a total of 268,818,000 New Units will be issued pursuant to the Private Placement, increasing the aggregate gross proceeds raised to approximately S\$100.0 million.

The Private Placement was approximately 3.4 times covered (based on aggregate gross proceeds of approximately S\$100.0 million) and saw strong participation from new and existing institutional and other investors.

The Private Placement Issue Price of S\$0.372 per New Unit represents a discount of:

- (a) approximately 8.9% to the volume weighted average price (**“VWAP”**) of S\$0.4084 per Unit for all trades in the Units done on Singapore Exchange Securities Trading Limited (the **“SGX-ST”**) for the preceding Market Day¹ on 5 May 2021, up to the time the Placement Agreement was signed on 6 May 2021; and
- (b) (for illustrative purposes only) approximately 8.0% to the adjusted VWAP (**“Adjusted VWAP”**)² of S\$0.4043 per Unit.

2. USE OF PROCEEDS

It was stated in the Announcement that subject to relevant laws and regulations, on the basis that the Manager will raise gross proceeds of approximately S\$150.0 million from the Equity Fund Raising, the Manager intends to use the gross proceeds from the Equity Fund Raising in the following manner:

- (i) approximately S\$71.8 million (which is equivalent to 47.8% of the gross proceeds of the Equity Fund Raising) to partially finance ESR-REIT’s total costs of the acquisition of a modern ramp-up logistics asset located at 46A Tanjong Penjuru, Singapore 609040 (the **“Singapore Acquisition”**). Please refer to the announcement of ESR-REIT titled **“Proposed Acquisition of 46A Tanjong Penjuru”** dated 6 May 2021 for further details of the Singapore Acquisition;
- (ii) approximately S\$43.5 million (which is equivalent to 29.0% of the gross proceeds of the Equity Fund Raising) to partially finance the asset enhancement of the properties

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

2 The **“Adjusted VWAP”** is computed based on the VWAP of all trades in the Units on the SGX-ST for the preceding Market Day on 5 May 2021, up to the time the Placement Agreement was signed on 6 May 2021, and subtracting the estimated Advanced Distribution of approximately 0.410 Singapore cents per Unit (being the mid-point of the estimated Advanced Distribution Range). This amount is only an estimate based on information currently available to the Manager and the actual Advanced Distribution may differ and will be announced on a later date.

located at 16 Tai Seng Street, Singapore 534138 and 7000 Ang Mo Kio Avenue 5, Singapore 569877 (the “**Asset Enhancement Initiatives**”);

- (iii) approximately S\$31.0 million (which is equivalent to approximately 20.7% of the gross proceeds of the Equity Fund Raising) for the repayment of existing indebtedness of ESR-REIT (the “**Debt Repayment**”); and
- (iv) approximately S\$3.8 million (which is equivalent to 2.5% of the gross proceeds of the Equity Fund Raising) to pay for the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by ESR-REIT in connection with the Equity Fund Raising.

Based on the timing requirements for the funding of the Singapore Acquisition and the Asset Enhancement Initiatives, subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately S\$100.0 million from the Private Placement in the following manner:

- (a) approximately S\$71.8 million (which is equivalent to 71.8% of the gross proceeds of the Private Placement) to partially finance the Singapore Acquisition;
- (b) approximately S\$24.5 million (which is equivalent to 24.5% of the gross proceeds of the Private Placement) to partially finance the Asset Enhancement Initiatives; and
- (c) approximately S\$3.8 million (which is equivalent to 3.8% of the gross proceeds of the Private Placement) to pay for the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by ESR-REIT in connection with the Equity Fund Raising.

For clarity, the Manager will announce details of the intended utilisation of the proceeds of the Preferential Offering at the appropriate time.

Notwithstanding its current intention, in the event that the Private Placement is completed but the Singapore Acquisition, the Asset Enhancement Initiatives and/or the Debt Repayment do not proceed for whatever reason, the Manager may, subject to relevant laws and regulations, utilise the net proceeds from the Private Placement at its absolute discretion for other purposes, including without limitation, for funding capital expenditures.

Pending the deployment of the net proceeds of the Private Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

The 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 disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in ESR-REIT’s announcements on the use of proceeds and in ESR-REIT’s annual report and where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

3. APPLICATION TO THE SGX-ST FOR IN-PRINCIPLE APPROVAL

The Manager will make a formal application to the SGX-ST for the listing of, dealing in and quotation for the Private Placement New Units on the Main Board of the SGX-ST. An announcement will be made upon the receipt of such in-principle approval from the SGX-ST. The trading of the Private Placement New Units on the SGX-ST is currently expected to commence at 9.00 a.m. on or around 18 May 2021.

The Private Placement shall be subject to certain conditions precedent more particularly set out in the Placement Agreement, including the receipt of the approval in-principle of the SGX-ST for the listing of, dealing in and quotation for the Private Placement New Units on the Main Board of the SGX-ST.

BY ORDER OF THE BOARD

ESR Funds Management (S) Limited

As Manager of ESR-REIT

(Company Registration No. 200512804G, Capital Markets Services Licence No. 1001312-5)

Adrian Chui

Chief Executive Officer and Executive Director

7 May 2021

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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 31 December 2020 holds interest in a diversified portfolio of 57 properties located across Singapore, with a total gross floor area of approximately 15.1 million square feet and an aggregate property value of S\$3.1 billion³. 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;
- Proactive 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 APAC 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. ESR and the funds and investment vehicles it manages are backed by some of the world's preeminent investors including APG, CPP Investments, JD.com, Oxford Properties, PGGM and SK Holdings. The ESR platform spans major economies across the APAC region, including the People's Republic of China, Japan, South Korea, Singapore, Australia and India. As of 31 December 2020, 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\$30 billion, and GFA of properties completed and under development as well as GFA to be built on land held for future development comprised over 20 million sqm in total. Listed on the Main Board of The Stock Exchange of Hong Kong Limited in November 2019, ESR is a constituent of the FTSE Global Equity Index Series (Large Cap), Hang Seng Composite Index and MSCI Hong Kong Index.

For more information on ESR, please visit www.esr.com.

³ Includes 100% of the valuation of 7000 Ang Mo Kio Avenue 5 and 48 Pandan Road, in which ESR-REIT holds 80% interest in 7000 Ang Mo Kio Avenue 5 and 49% interest in 48 Pandan Road, but excludes the effects arising from the adoption of Financial Reporting Standard (FRS) 116 Leases which became effective on 1 January 2019. Valuation as at 31 December 2020.

Important Notice

This announcement is not for publication or distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale or an invitation or offer to acquire, purchase or subscribe for securities in the United States or any other jurisdictions.

The value of 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 the Manager, RBC Investor Services Trust Singapore Limited (in its capacity as trustee of ESR-REIT) (the “**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’s 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 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, United Kingdom (other than to professional investors), 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.

ESR-REIT is an unregulated collective investment scheme for the purposes of the FSMA, which has not been authorised or recognised by the United Kingdom Financial Conduct Authority. The promotion of the Units and the distribution of this announcement in the United Kingdom is accordingly restricted by law.

Where the person distributing this announcement is:

- (i) a person authorised under FSMA to carry on business in the United Kingdom, this announcement is being communicated only to:

- (a) persons outside the United Kingdom;
 - (b) firms that are authorised under FSMA and certain other persons who are investment professionals falling within Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (as amended) (the “**CIS Promotion Order**”);
 - (c) high-net-worth companies, unincorporated associations and other bodies within the categories described in Article 22 of the CIS Promotion Order;
 - (d) the directors, officers and employees (“**A**”) of any person falling within (i)(b)-(c) above (“**B**”), where this announcement is communicated to A in that capacity and where the responsibilities of A, when acting in that capacity, involve A in B’s participation in unregulated schemes; or
 - (e) persons to whom it may otherwise lawfully be communicated; and
- (ii) a person not authorised under FSMA, this announcement is being communicated only to:
- (a) persons outside the United Kingdom;
 - (b) firms that are authorised under FSMA or certain other persons who are “investment professionals” falling within Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the “**FPO**”) and the directors, officers and employees (“**A**”) of any such firms and persons (“**B**”), where this announcement is communicated to A in that capacity and where A’s responsibilities, when acting in that capacity, involve A in the carrying on by B of controlled activities (as defined in the FPO);
 - (c) high net worth companies, unincorporated associations and other bodies falling within the categories described in Article 49 of the FPO and the directors, officers and employees (“**A**”) of any such high net worth companies, unincorporated associations and other bodies (“**B**”), where this announcement is communicated to A in that capacity and where A’s responsibilities, when acting in that capacity, involve A in B’s engaging in investment activity;
 - (d) certified sophisticated investors falling within Article 50 of the FPO; or
 - (e) persons to whom it may otherwise lawfully be communicated,
- (the persons described in (i) or (ii) as relevant, together “**Relevant Persons**”).

This announcement should not be communicated, distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this announcement. The provision of this announcement to, or reliance on it, by any person who is not a Relevant Person is unauthorised and may contravene FSMA, and any such person should return it immediately. Any Relevant Person seeking to rely on this announcement is warned that buying Units may expose the Relevant Person to a significant risk of losing all the property the Relevant Person invested. If a Relevant Person is in doubt about the Units the Relevant Person should consult a person authorised under FSMA who specialises in advising on such investments. The Manager is not authorised to carry on investment business in the UK and prospective investors are advised that all, or most, of the protections afforded by the UK regulatory system will not apply to any investment in the ESR-REIT and that compensation will not be

available under the UK Financial Services Compensation Scheme.

The Units are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (a) a retail client (as defined in point (7) of Article 2(1) of the UK Markets in Financial Instruments Regulation (defined below)) who is not a professional client; or (b) a customer, where that customer would not qualify as a professional client. For these purposes the term “customer” means a customer within the meaning of the provisions of FSMA and any rules or regulations made under FSMA which were relied on immediately before 23:00 (GMT) on 31 December 2020 to implement Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution. Consequently, no key information document required by the UK PRIIPS Regulation (defined below) for offering or selling the Units or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling Units or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPS Regulation.

This announcement does not constitute an offer document or an offer of transferable securities in the United Kingdom to which section 85 of FSMA or article 3(1) of the UK Prospectus Regulation (defined below) applies and should not be considered as a recommendation that any person should subscribe for or purchase any Units. The Units will not be offered or sold to any person in the United Kingdom except in circumstances which have not resulted and will not result in an offer to the public in contravention of section 85(1) of FSMA or article 3(1) of the UK Prospectus Regulation.

For these purposes: (a) the phrase “an offer to the public” in relation to any offer of Units in the United Kingdom means the communication to persons in any form and by any means, presenting sufficient information on the terms of any offer and any Units to be offered, so as to enable an investor to decide to purchase any Units; (b) the phrase “UK Prospectus Regulation” means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC; (c) the phrase “UK Markets in Financial Instruments Regulation” means Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012; and (d) the phrase “UK PRIIPS Regulation” means Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products, provided that references to the “UK Prospectus Regulation”, the “UK Markets in Financial Instruments Regulation” and the “UK PRIIPS Regulation” shall be construed as a reference to that legislation as it forms part of domestic law pursuant to section 3 of the European Union (Withdrawal) Act 2018 (as amended), and shall also be construed in accordance with any regulations made under that Act in relation to that legislation, in each case from the time when that legislation so forms part of domestic law, where the phrase “domestic law” has the meaning given in that Act.

For the purposes of marketing (as defined in the UK Alternative Investment Fund Managers Regulations 2013 (as amended) (the “**UK AIFM Regulations**”) the Units to investors domiciled in or with a registered office in the UK, the Manager (as an AIFM for the purposes of the UK AIFM Regulations) intends to rely on the UK’s national private placement regime pursuant to Article 59 of the UK AIFM Regulations.

Any Relevant Persons who wish to invest in the Units must qualify as a “professional investor” under the UK AIFM Regulations. Units are not offered to investors in the UK who are not professional investors. Neither ESR-REIT nor the Manager is subject to supervision by the competent authorities of the UK.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States or other jurisdiction and may not be offered or sold within the United States or to or for the account or benefit of any U.S. person 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. There will be no public offering of the securities referred to herein in the United States.

This advertisement has not been reviewed by the Monetary Authority of Singapore.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:

The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).