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THE UNITS OF SASSEUR REAL ESTATE INVESTMENT TRUST (THE "**UNITS**") HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES EXCEPT IN CERTAIN TRANSACTIONS EXEMPT FROM OR NOT SUBJECT TO THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE UNITS ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS AS DEFINED IN AND IN RELIANCE ON REGULATIONS UNDER THE SECURITIES ACT.



SASSEUR REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 30 October 2017 under the laws of the Republic of Singapore)

LISTING OF SASSEUR REAL ESTATE INVESTMENT TRUST

*Capitalised terms used herein, unless otherwise defined, all have the meanings as defined in the prospectus of Sasseur Real Estate Investment Trust dated 21 March 2018 registered by the Monetary Authority of Singapore on 21 March 2018 (the "**Prospectus**").*

DBS Bank Ltd. is the Sole Financial Adviser and Issue Manager for the Offering. DBS Bank Ltd. and Bank of China Limited, Singapore Branch are the Joint Global Coordinators for the Offering. DBS Bank Ltd., Bank of China Limited, Singapore Branch, China International Capital Corporation (Singapore) Pte. Limited, Citigroup Global Markets Singapore Pte. Ltd., Credit Suisse (Singapore) Limited, Haitong International Securities (Singapore) Pte. Ltd. and Maybank Kim Eng Securities Pte. Ltd. are the Joint Bookrunners and Underwriters for the Offering.

Issue of Units in Sasseur Real Estate Investment Trust ("Sasseur REIT")

Sasseur Asset Management Pte. Ltd., in its capacity as manager of Sasseur REIT (the "**Manager**"), is pleased to announce that 1,180,280,000 units in Sasseur REIT currently in issue and held by Sasseur Cayman Holding II Ltd. (the "**Cayman Holdco**") will be listed on the Main Board of Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at 9.00 a.m. today (28 March 2018).

In addition to the 1,180,280,000 Units held by the Cayman Holdco, the Manager is pleased to announce that it has issued an aggregate of 495,000,000 Units comprising:

- (i) an aggregate of 266,562,500 Units issued pursuant to the initial public offering (the "**Offering**") of Sasseur REIT, consisting of:
 - (a) an international placement of 252,812,500 Units to investors, including institutional and other investors in Singapore; and
 - (b) an offering of 13,750,000 Units to the public in Singapore; and
- (ii) an aggregate of 228,437,500 Units issued to the cornerstone investors pursuant to separate cornerstone subscription agreements with the Manager as disclosed in the Prospectus (the "**Cornerstone Units**").

The total number of Units in issue immediately after completion of the Offering and issuance of the Cornerstone Units, and prior to the redemption of 495,000,000 Units held by the Cayman Holdco (the “**Redemption**”) is 1,675,280,000 Units.

The Units will commence trading on a “ready” basis at 9.00 a.m. today (28 March 2018).

Pursuant to the Redemption, 495,000,000 Units held by the Cayman Holdco will be fully redeemed in cash by the Manager after 5.00 p.m. today at the Offering Price of S\$0.80 per Unit, whereupon following completion of the Offering and the Redemption, the total number of Units in issue will be 1,180,280,000 Units.

Use of Proceeds

Gross proceeds of S\$396.0 million have been raised from the Offering and the issuance of the Cornerstone Units, and an amount of approximately S\$522.6 million will be drawn down from the Facilities (as defined herein). The total cash proceeds raised from the Offering and the issuance of the Cornerstone Units, as well as the full amount drawn down from the Facilities will be applied towards the following:

- (i) S\$396.0 million towards the Redemption;
- (ii) approximately S\$397.6 million towards the repayment of existing onshore debt; and
- (iii) approximately S\$54.3 million towards the payment of issue expenses and transaction costs incurred in relation to the Offering and the Facilities,

with the balance of approximately S\$70.7 million to be held for general corporate and working capital purposes.

The above is in accordance with the stated use and amount allocated in the Prospectus. The Manager will make periodic announcements on the utilisation of the remainder of the gross proceeds from the Offering and the issuance of the Cornerstone Units as and when such funds are materially disbursed.

Disclosure pursuant to Rule 704(31) of the Listing Manual

The syndicated term loan of up to RMB 1,960.0 million (the “**Onshore Facilities**”) provided by DBS Bank (China) Limited, Chongqing Branch, Malayan Banking Berhad, Kunming Branch, Bank of China, Chongqing Jiangbei Branch, Ping An Bank Co., Ltd., Chongqing Branch, China CITIC Bank Corporation Limited, Chongqing Branch and Bank of Chongqing Co., Ltd., Bishan Branch (collectively, the “**Onshore Lenders**”) has been fully drawn down. In addition, the syndicated term loan of up to S\$125.0 million (the “**Offshore Facility**”, and together with the Onshore Facilities, the “**Facilities**”) obtained from DBS Bank Ltd., Malayan Banking Berhad, Singapore Branch, Agricultural Bank of China Limited, Singapore Branch, China Merchants Bank Co., Ltd, Singapore Branch and Bank of China Limited, Singapore Branch (the “**Offshore Lenders**”) will be fully drawn down today.

Certain conditions in the agreement relating to the Onshore Facilities make reference to the unitholding interests in Sasseur REIT, the shareholding interests in the Manager or the change in the manager of Sasseur REIT. Under the terms and conditions of the Onshore Facilities, the following events may result in, among others, mandatory prepayment:

- (i) Mr Xu Rongcan ceases to be, in aggregate, at least 51.0% beneficial owner of the Sponsor;
- (ii) the Sponsor ceases to be the beneficial owner of, in aggregate, at least 35.0% of the units of Sasseur REIT;
- (iii) the Trustee ceases to directly or indirectly own 100% of the share capital of the Offshore Holding Companies;

- (iv) the relevant Offshore Holding Companies ceases to directly or indirectly own 100% of the equity interest and/or capital contribution of the PRC Property Companies (other than the Chongqing PRC Property Company);
- (v) the Bishan PRC Property Company cease to directly or indirectly own 85.0% of the equity interest and/or capital contribution of the Chongqing PRC Property Company;
- (vi) Hong Sun Development Group Limited ceases to directly or indirectly own 15.0% of the equity interest and/or capital contribution of the Chongqing PRC Property Company;
- (vii) the relevant Onshore Guarantor ceases to directly own 100.0% shareholdings in the Hefei PRC Property Company and the Kunming PRC Property Company;
- (viii) any sale, transfer or disposal of the Properties or its beneficial interest (in part or in whole) or the interest in any of the PRC Property Companies and the Onshore Guarantors without the prior consent of the Onshore Lenders;
- (ix) any sale, transfer or disposal of any of the Entrusted Management Agreements by Sasseur REIT and any PRC Property Company;
- (x) the Manager ceases to be the manager of Sasseur REIT;
- (xi) the Sponsor ceases to be the 100.0% beneficial owner of the Manager;
- (xii) the Sponsor ceases to be the 100.0% beneficial owner of the Entrusted Manager;
- (xiii) Mr Xu Rongcan, Ping An Real Estate and L Catterton Asia cease to hold in aggregate at least 60.0% of the equity interest and capital contribution in the issued share capital of Sponsor without the Onshore Lenders' prior written consent (such consent not to be unreasonably withheld);
- (xiv) illegality; and
- (xv) the Units cease to be traded or listed on the Official List of the SGX or the Units are suspended from trading for a period of three consecutive trading days,

(each, an “**Onshore Prepayment Event**”).

Certain conditions in the agreement relating to the Offshore Facility make reference to the unitholding interests in Sasseur REIT, the shareholding interests in the Manager or the change in the manager of Sasseur REIT. Under the terms and conditions of the Offshore Facility, the following events may result in, among others, mandatory prepayment:

- (a) Mr Xu Rongcan ceases to hold (directly or indirectly) at least 51.0% of the equity interest or capital contribution in the issued share capital of the Sponsor;
- (b) the Sponsor ceases to hold (directly or indirectly) at least 35.0% of the Units;
- (c) the Manager ceases to be the manager of Sasseur REIT;
- (d) the Sponsor ceases to hold (directly or indirectly) 100% of the issued share capital of the Manager;
- (e) the Sponsor ceases to be (directly or indirectly) the 100% beneficial owner of the Entrusted Manager;
- (f) Mr Xu Rongcan, Ping An Real Estate and L Catterton Asia cease to hold in aggregate at least 60.0% of the equity interest and capital contribution in the issued share capital of the Sponsor

without the prior written consent of all the Offshore Lenders (such consent not to be unreasonably withheld);

- (g) the Trustee ceases to directly hold 100% of the issued and paid-up share capital in the Singapore Holdco;
- (h) the Singapore Holdco ceases to directly hold 100% of the issued and paid-up share capital in any of the BVI Holding Companies;
- (i) Sasseur Bishan (BVI) Limited ceases to directly hold 100% of the issued and paid-up share capital in Sasseur Bishan HK Limited or Hong Sun Development Group Limited;
- (j) Sasseur Hefei Limited ceases to directly hold 100% of the issued and paid-up share capital in Sasseur Hefei HK Limited;
- (k) Sasseur Jinan Limited ceases to directly hold 100% of the issued and paid-up share capital in Sasseur Jinan HK Limited;
- (l) Sasseur Bishan HK Limited ceases to directly hold 100% of the equity interest or capital contribution in the issued share capital of the Bishan PRC Property Company;
- (m) the Bishan PRC Property Company ceases to directly hold 85.0% of the equity interest or capital contribution in the issued share capital of the Chongqing PRC Property Company;
- (n) Hong Sun Development Group Limited ceases to directly hold 15.0% of the equity interest or capital contribution in the issued share capital of the Chongqing PRC Property Company after the date of utilisation of the Offshore Facility;
- (o) Sasseur Hefei HK Limited ceases to directly hold 100.0% of the equity interest or capital contribution in the issued share capital of Sasseur (Hefei) Investment Consultancy Co., Ltd;
- (p) Sasseur (Hefei) Investment Consultancy Co., Ltd ceases to directly hold 100% of the equity interest or capital contribution in the issued share capital of the Hefei PRC Property Company;
- (q) Sasseur Jinan HK Limited ceases to directly hold 100% of the equity interest or capital contribution in the issued share capital of Sasseur (Kunming) Investment Consultancy Co., Ltd.;
- (r) Sasseur (Kunming) Investment Consultancy Co., Ltd. ceases to directly hold 100% of the equity interest or capital contribution in the issued share capital of the Kunming PRC Property Company;
- (s) illegality; and
- (t) the Units cease to be traded or listed on the Official List of the SGX-ST or the Units are suspended from trading for more than three consecutive days on which normal trading of securities is carried out on the SGX-ST,

(each, an “**Offshore Prepayment Event**”).

Assuming the occurrence of any Onshore Prepayment Event or Offshore Prepayment Event which may cause the Onshore Lenders or Offshore Lenders (as the case may be) to require Sasseur REIT to prepay the outstanding loans under the Facilities, and such occurrence were to cause a cross default under other borrowings of Sasseur REIT, the aggregate level of facilities that may be affected is, as at the date of this announcement, approximately S\$522.6 million.

As at the date of this announcement, none of the aforesaid conditions has been breached.

Mr Xu Rongcan has provided an undertaking that for so long as he owns no less than 51.0% of the shares in the Sponsor (whether held directly or otherwise) and no longer in fact exercises control over the Sponsor, he will notify the Manager as soon as he becomes aware of (i) any share pledging arrangement relating to all or any of his shareholding in the Sponsor; and (ii) any event which may result in a breach of the terms of such ownership covenant in the Onshore Facilities and Offshore Facility.

The Sponsor has also provided an undertaking that for so long as the Sponsor owns no less than 15.0% of the Units (whether held directly or otherwise), owns no less than 15.0% of the shares in the Manager, and no longer in fact exercises control over Sasseur REIT or the Manager, the Sponsor will notify the Manager as soon as the Sponsor becomes aware of (i) any share pledging arrangement relating to all or any of the Sponsor's unitholding in Sasseur REIT; and (ii) any event which may result in a breach of the terms of such ownership covenant in the Onshore Facilities and Offshore Facility.

Waiver from compliance with Rule 705(2) of the Listing Manual

The Manager also wishes to announce that the SGX-ST has granted Sasseur REIT a waiver from compliance with Rule 705(2) of the Listing Manual, which would otherwise require Sasseur REIT to announce the financial statements for the first quarter of its financial year immediately after the figures are available, but in any event not later than 45 days after the relevant reporting period (the "**Waiver**"). Instead, Sasseur REIT will be announcing its results for the period from the Listing Date to 30 June 2018.

The Waiver was granted on the basis that the financial period relevant to investors will only be a very short period (of less than one week) from the Listing Date to 31 March 2018.

The Waiver is subject to the following conditions:

- (i) Sasseur REIT announcing the Waiver granted, the reasons for seeking the Waiver and the conditions as required under Rule 107 of the Listing Manual;
- (ii) the period included in Sasseur REIT's first financial reporting shall commence from the Listing Date to 30 June 2018;
- (iii) submission of a written confirmation from the Manager that the Waiver does not contravene any laws and regulations governing Sasseur REIT and the trust deed of Sasseur REIT; and
- (iv) submission of a written confirmation from the Manager that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Manager.

It was stated in the prospectus of Sasseur REIT dated 21 March 2018 registered by the Monetary Authority of Singapore on 21 March 2018 that the Manager has obtained from the SGX-ST a waiver from compliance with Rule 705(1) which requires Sasseur REIT to announce the financial statements for the full financial year immediately after the figures are available, but in any event not later than 60 days after the relevant reporting period. The period included in Sasseur REIT's first quarter results shall commence from the Listing Date to 31 March 2018. In light of the Waiver, the Manager wishes to clarify that the waiver granted by the SGX-ST from compliance with Rule 705(1) of the Listing Manual shall no longer apply.

By Order of the Board

Sasseur Asset Management Pte. Ltd.

(Company Registration No. 201707259N)

in its capacity as manager of Sasseur Real Estate Investment Trust

28 March 2018

Important notice:

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any securities of Sasseur REIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. The value of the Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, DBS Trustee Limited, as trustee of Sasseur REIT, Sasseur Cayman Holding Limited, as the sponsor of Sasseur REIT, the Joint Global Coordinators, the Joint Bookrunners and Underwriters or any of its respective affiliates. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Holders of Units ("**Unitholders**") have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that Unitholders 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 announcement 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. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of Sasseur REIT. The forecast financial performance of Sasseur REIT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.

This announcement is not an offer or sale of the Units in the United States. The Units have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. Any public offering of the Units in the United States would be made by means of a prospectus that would contain detailed information about Sasseur REIT, the Manager and its management, as well as financial statements. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States. The Units are being offered and sold outside the United States (including to institutional and other investors in Singapore) in reliance on Regulation S under the Securities Act. This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.