



(Constituted in the Republic of Singapore  
pursuant to a trust deed dated 9 October 2002 (as amended))

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an EXTRAORDINARY GENERAL MEETING of Ascendas Real Estate Investment Trust (“**A-REIT**”) will be held on Thursday, 28 June 2012 at 3.30 p.m. (or as soon thereafter as the Annual General Meeting of A-REIT to be held at 3.00 p.m. on the same day and at the same place is concluded or adjourned) at Marina Mandarin Singapore, 6 Raffles Boulevard Marina Square, Singapore 039594, Level 1, Taurus Room, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

#### (1) **THE PROPOSED ENTRY INTO THE NEW SINGAPORE PROPERTY MANAGEMENT AGREEMENT**

That subject to and contingent upon the passing of Resolution 2 and Resolution 3:

- (i) approval be and is hereby given for the entry into the new Singapore property management agreement (the “**New Singapore Property Management Agreement**”) between HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of A-REIT (the “**Trustee**”), Ascendas Funds Management (S) Limited, in its capacity as manager of A-REIT (the “**Manager**”) and Ascendas Services Pte Ltd as the property manager of A-REIT, as described in the circular to the unitholders of A-REIT (“**Unitholders**”) dated 13 June 2012 (the “**Circular**”);
- (ii) approval be and is hereby given for the payment of all fees, expenses and reimbursements relating to or arising from the New Singapore Property Management Agreement; and
- (iii) the Manager, any director of the Manager (“**Director**”), and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing the New Singapore Property Management Agreement and other documents pursuant to or in connection with the entry into the New Singapore Property Management Agreement) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the New Singapore Property Management Agreement.

## ORDINARY RESOLUTION 2

### (2) THE PROPOSED ENTRY INTO THE NEW CHINA PROPERTY MANAGEMENT AGREEMENT

That subject to and contingent upon the passing of Resolution 1 and Resolution 3:

- (i) approval be and is hereby given for the entry into the new China property management agreement (the “**New China Property Management Agreement**”) between the Trustee, the Manager and Ascendas (China) Pte Ltd as the property manager of A-REIT, as described in the Circular;
- (ii) approval be and is hereby given for the payment of all fees, expenses and reimbursements relating to or arising from the New China Property Management Agreement; and
- (iii) the Manager, any Director, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing the New China Property Management Agreement and other documents pursuant to or in connection with the entry into the New China Property Management Agreement) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the New China Property Management Agreement.

## ORDINARY RESOLUTION 3

### (3) THE PROPOSED ENTRY INTO THE LEASE MANAGEMENT AGREEMENT

That subject to and contingent upon the passing of Resolution 1 and Resolution 2:

- (i) approval be and is hereby given for the entry into the lease management agreement (the “**Lease Management Agreement**”) between the Trustee and the Manager, as described in the Circular;
- (ii) approval be and is hereby given for the payment of all fees, expenses and reimbursements relating to or arising from the Lease Management Agreement; and
- (iii) the Manager, any Director, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing the Lease Management Agreement and other documents pursuant to or in connection with the entry into the Lease Management Agreement) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of A-REIT to give effect to the Lease Management Agreement.

BY ORDER OF THE BOARD  
ASCENDAS FUNDS MANAGEMENT (S) LIMITED  
(Company Registration No. 200201987K)  
(as manager of Ascendas Real Estate Investment Trust)

Mary Judith de Souza  
Company Secretary  
13 June 2012

**Important Notice:**

- (1) A Unitholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Unitholder.
- (2) Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) The instrument appointing a proxy must be lodged at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the Extraordinary General Meeting.