

# NOTICE OF EXTRAORDINARY GENERAL MEETING



(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 (“**EGM**”) of the holders of units of Ascendas Real Estate Investment Trust (“**A-REIT**”, and the holders of units of A-REIT, “**Unitholders**”) will be held on Tuesday, 16 February 2016 at 3.00 p.m. at Aperia, 10 Kallang Avenue, Tower 1, Level 3 Rose Room, Singapore 339510, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 29 January 2016 to Unitholders (the “**Circular**”)):

### 1. ORDINARY RESOLUTION 1

#### THE PROPOSED ACQUISITION OF ONE@CHANGI CITY

That:

- (i) approval be and is hereby given for the proposed acquisition (the “**Proposed Acquisition**”) of the property located at 1 Changi Business Park Central 1, Singapore 486036 and commonly known as One@Changi City, together with the plant and equipment therein (the “**Property**”), from Ascendas Frasers Pte. Ltd. (the “**Vendor**”), on the terms and conditions set out in the put and call option agreement dated 9 December 2015 (the “**Option Agreement**”) and the sale and purchase agreement (the “**Purchase Agreement**”) to be entered into between HSBC Institutional Trust Services (Singapore) Limited, as trustee of A-REIT (the “**Trustee**”) and the Vendor, and the entry into of the Option Agreement and the Purchase Agreement be and is hereby approved and/or ratified;
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition; and
- (iii) Ascendas Funds Management (S) Limited, as the manager of A-REIT (the “**Manager**”), any director of the Manager, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager 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 Proposed Acquisition and all transactions in connection therewith.

### 2. ORDINARY RESOLUTION 2

#### THE PROPOSED ISSUANCE OF NEW UNITS AT AN ISSUE PRICE OF S\$2.223 PER UNIT AS PARTIAL CONSIDERATION FOR THE PROPOSED ACQUISITION OF ONE@CHANGI CITY

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

- (i) approval be and is hereby given for the Manager to issue, in the manner described in the Circular, the Consideration Units (as defined in the Circular) to the Vendor (or its nominee(s)) in relation to the Proposed Acquisition. The Vendor has nominated ALS (a wholly-owned subsidiary of APL) to receive the Consideration Units; and

- (ii) the Manager, any director of the Manager, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager 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 issuance of the Consideration Units.

**BY ORDER OF THE BOARD**

Ascendas Funds Management (S) Limited  
(Registration Number: 200201987K)  
as manager of Ascendas Real Estate Investment Trust

Mary Judith de Souza  
Company Secretary  
Singapore  
29 January 2016

**Notes:**

- (1) A Unitholder who is not a relevant intermediary entitled to attend and vote at the EGM of A-REIT is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. 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.
- (2) A Unitholder who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than two proxies, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.

**"relevant intermediary"** means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act Chapter 289 of Singapore and who holds Units in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) The proxy form must be deposited at the Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 no later than Saturday, 13 February 2016 at 3.00 p.m., being 72 hours before the time fixed for the EGM of A-REIT.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of A-REIT and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the EGM of A-REIT (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of A-REIT (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.