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THE SECURITIES OF IREIT GLOBAL HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT. THERE WILL BE NO PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES.



(a real estate investment trust constituted on 1 November 2013 under the laws of the Republic of Singapore)

OFFERING IN RESPECT OF 167,733,000 UNITS ("UNITS") IN IREIT GLOBAL ("IREIT")

- FOR SUBSCRIPTION AT THE OFFERING PRICE OF \$\$0.88 PER UNIT COMPRISING: AN INTERNATIONAL PLACEMENT OF 156,373,000 UNITS TO INVESTORS OUTSIDE THE UNITED STATES OF AMERICA, (THE "PLACEMENT TRANCHE");
- AN OFFERING OF 11,360,000 UNITS TO THE PUBLIC IN SINGAPORE (THE "PUBLIC OFFER"),

SUBJECT TO THE OVER-ALLOTMENT OPTION OF UP TO 11,360,000 UNITS (THE "OVER-ALLOTMENT OPTION").

Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of IREIT Global dated 4 August 2014 and registered by the Monetary Authority of Singapore on 4 August 2014 (the "Prospectus").

DBS Bank Ltd. is the Sole Global Coordinator for the Offering (the "Sole Global Coordinator"). DBS Bank Ltd. and Barclays Bank PLC, Singapore Branch are the Joint Issue Managers, Bookrunners and Underwriters for the Offering (collectively, the "Joint Bookrunners").

### TOTAL NUMBER OF UNITS COMPRISED IN THE OFFERING

The total number of Units comprised in the Offering is 167,733,000, comprising 156,373,000 Units offered under the Placement Tranche and 11,360,000 Units offered under the Public Offer.

In addition, DBS Bank Ltd. (the "Stabilising Manager"), on behalf of the Joint Bookrunners, has over-allotted an additional 11,360,000 Units (the "Over-Allotted Units") under the Placement Tranche. Such over-allotment was covered through Units borrowed by the Stabilising Manager from Wealthy Fountain Holdings Inc ("Summit SPV"), being the unit lender, pursuant to the Unit Lending Agreement between the Stabilising Manager and Summit SPV. Under the Unit Lending Agreement, the obligation of the Stabilising Manager to return the Over-Allotted Units will be discharged by returning an equivalent number of Units to Summit SPV either through the purchase of Units in the open market by undertaking stabilising actions, through the exercise of the Over-Allotment Option, or a combination of both.

### INDICATIONS OF INTEREST AND APPLICATIONS RECEIVED, AND ALLOCATIONS

The board of directors of IREIT Global Group Pte. Ltd., as manager of IREIT (the "Manager") is pleased to announce that based on indications of interest received, the Placement Tranche was fully subscribed. In addition, at the close of the Public Offer, there were 4,054 valid applications for 86,865,000 Units. Based on the 11,360,000 Units available to the public for subscription, the Public Offer was approximately 7.6 times subscribed.

### **PLACEMENT TRANCHE**

The spread of placees under the Placement Tranche (inclusive of 11,360,000 Over-Allotted Units) is as follows:

| Range of Units allocated ('000) | No. of Placees |
|---------------------------------|----------------|
| 1 to 9                          | 342            |
| 10 to 49                        | 239            |
| 50 to 99                        | 37             |
| 100 to 499                      | 71             |
| 500 to 999                      | 6              |
| 1,000 and above                 | 22             |
| Total                           | 717            |

## **PUBLIC OFFER**

To ensure a reasonable spread of Unitholders, the Joint Bookrunners, in consultation with the Manager, have decided on the following basis of allocation for the Public Offer:

| Range of Units<br>applied for<br>('000) | Balloting<br>ratio | No. of Units<br>allocated per<br>successful<br>applicant<br>('000) | Percentage of<br>total number<br>of Units<br>available<br>under the<br>Public Offer<br>(%) | No. of<br>Successful<br>Applicants |
|---|--------------------|--|--|------------------------------------|
| 1 to 9                                  | 40 : 50            | 1  | 1 11.2   |                                    |
| 10 to 19                                | 38 : 50            | 3  | 23.9   | 906                                |
| 20 to 49                                | 36 : 50            | 5  | 21.6   | 490                                |
| 50 to 99                                | 34 : 50            | 9  | 18.8 23  |                                    |
| 100 to 199                              | 32 : 50            | 16   | 17.9   | 127                                |
| 200 to 499                              | 30 : 50            | 28   | 4.2  | 17                                 |
| 500 to 999                              | 28 : 50            | 48   | 1.7  | 4                                  |
| 1,000 and above                         | 26 : 50            | 75   | 0.7  | 1                                  |
|   |                    |  | 100.0  | 3,058                              |

## **RULES 232 AND 240 OF THE SGX-ST LISTING MANUAL**

Pursuant to Rules 232 and 240 of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST"), and to the best of the knowledge and belief of the Joint Bookrunners, after having taken all reasonable steps and making all reasonable enquiries, the following persons<sup>2</sup> have acquired the following number of Units pursuant to the Offering:

| Name of Holder         | Relationship                                 | Number<br>of Units<br>('000) | Circumstances giving rise to the interest |
|------------------------|--|------------------------------|---|
| Mr Lim Kok Min (John)  | Director of Manager                          | 200                          | Allocated under the<br>Placement Tranche  |
| Mr Tan Wee Peng Kelvin | Director of Manager                          | 200                          | Allocated under the<br>Placement Tranche  |
| Mr Nir Ellenbogen      | Director of Manager                          | 100                          | Allocated under the Placement Tranche     |
| Mr Lim Chap Huat       | Substantial unitholder of IREIT <sup>3</sup> | 79,675                       | Allocated under the Placement Tranche     |

Should it subsequently come to the attention of the Joint Bookrunners that there are such other persons specified under Rule 232 and 240 of the Listing Manual of the SGX-ST who have acquired Units pursuant to the Offering, an appropriate announcement, through the SGXNET, will be made before trading commences on 2.00 p.m. on 13 August 2014.

#### SUBSTANTIAL APPLICATIONS

In addition, to the best of the knowledge and belief of the Joint Bookrunners, the following parties have applied for and have been allotted more than 5.0% of the 167,733,000 Units comprised in the Offering (excluding the Over-Allotted Units):

| the state of the s |   |  |  |  |
|--|---|--|--|--|
| Name of Unitholder   | Circumstances giving rise to the interest |  |  |  |
| Mr Lim Chap Huat   | Allocated under the Placement Tranche     |  |  |  |
| Asdew Acquisitions Pte Ltd   | Allocated under the Placement Tranche     |  |  |  |

The total number of Units owned by Mr Lim Chap Huat after the Offering will be 79,675,000 Units (which is equivalent to approximately 19% of the total number of Units in issue immediately after the Offering).

In addition, and separate from the Offering, pursuant to the Summit Subscription Agreements, Mr Tong Jinquan and Summit SPV have been issued an aggregate of 251,603,000 Units4 (which is equivalent to approximately 60% of the total number of Units in issue immediately after the Offering, assuming that the Over-Allotment Option is not exercised). Summit SPV has loaned 11,360,000 Units to the Stabilisation Manager to cover the over-allotment of Units. Any Units which are not purchased pursuant to the Over-Allotment Option will be redelivered to Summit SPV.

#### **COMMENCEMENT OF TRADING AND REFUNDS**

It is expected that the Units will be credited to the securities accounts of the successful applicants with The Central Depository (Pte) Limited ("CDP") by 2.00 p.m. on 13 August

The Units are expected to commence trading on a "ready" basis at 2.00 p.m. on 13 August 2014, subject to the SGX-ST being satisfied that all conditions necessary for the commencement of trading in the Units on a "ready" basis have been fulfilled. It is expected that there will be NO trading on a "when issued" basis.

Monies paid in respect of unsuccessful applications using printed Application Forms are expected to be returned (without interest or any share of revenue or other benefit arising therefrom) to the applicants by ordinary post, in the event of oversubscription for the Units, within 24 hours after the balloting of applications (or such shorter period as the SGX-ST may require) at the applicant's own risk. Where an application using a printed Application Form is accepted in part only, the balance of the application monies will be refunded (without interest or any share of revenue or other benefit arising therefrom) to the applicant by ordinary post at the applicant's own risk within 14 Market Days after the close of the Offering, PROVIDED THAT the remittance accompanying such application which has been presented for payment or other processes has been honoured and the application monies received in the designated unit issue account. Where an Electronic Application is unsuccessful, the full amount of the application monies will be refunded (without interest or any share of revenue or other benefit arising therefrom) to the applicant by being automatically credited to the applicant's account with the Participating Bank, at the applicant's own risk, within 24 hours after balloting of applications (or such shorter period as the SGX-ST may require), PROVIDED THAT the remittance in respect of such application which has been presented for payment or other processes has been honoured and the application monies received in the designated unit issue account.

Where an Electronic Application is accepted in part only, the balance of the application monies will be returned (without interest or any share of revenue or other benefit arising therefrom) to the applicant by being automatically credited to the applicant's account with the Participating Bank, at the applicant's own risk, within 14 Market Days after the close of the Offering, PROVIDED THAT the remittance in respect of such application which has been presented for payment or other processes has been honoured and the application monies received in the designated unit issue account.

For enquiries on the results of their applications, applicants may also call CDP at 6535 7511 using their T-PIN. To sign up for the service, applicants may contact CDP's customer service officers for an application form.

The board of directors of the Manager wish to thank all investors who have applied for the Units, the relevant authorities and all who have helped in one way or another in the initial public offering of IREIT, for their support and assistance.

The results of the Public Offer as set out in this announcement will be published in The Straits Times on 13 August 2014.

Issued jointly by

DBS Bank Ltd. Barclays Bank PLC, Singapore Branch (as Joint Bookrunners)

For and on behalf of

IREIT Global Group Pte. Ltd. (as manager of IREIT Global)

12 August 2014

# **IMPORTANT NOTICE**

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of IREIT 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. The Units are not obligations of, deposits in, or guaranteed by the Manager, DBS Trustee Limited (as trustee of IREIT), Sella Holdings Pte. Ltd. (the "Sponsor"), the Sole Global Coordinator, the Joint Bookrunners or any of their 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.

The forecast financial performance of IREIT 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 IREIT, the Manager and their 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.

- The persons mentioned in Rule 240 of the Listing Manual includes:
  - (a) each director of the Manager and his associates;
  - (b) each substantial shareholder of the Manager and his associates, and each substantial unitholder of IREIT and his associates; the issue managers and their connected clients;
  - (d) the underwriters and their connected clients;
  - (e) the lead broker and its connected clients; and

  - (f) any distributor and its connected clients.
- For the avoidance of doubt, these do not include the Units which are issued separate from the Offering (as disclosed in the Prospectus), namely the 251,603,000 Units and Summit SPV respectively.
- subscribed by Mr Tong Jinguan and Summit SPV pursuant to the Summit Subscription Agreements dated 10 July 2014 between the Manager and each of Mr Tong Jinquan IREIT Global Management Pte. Ltd. and Mr Lim Chap Huat have entered into a conditional share sale and purchase agreement dated 29 July 2014, pursuant to
- issued share capital of the Manager to Dolphin Two Pte. Ltd., which is wholly-owned by Mr Lim Chap Huat. The 251,603,000 Units comprises 51,137,000 Units subscribed by Mr Tong Jinquan and 200,466,000 Units subscribed by Summit SPV. Mr Tong Jinquan indirectly wholly owns Summit SPV and is deemed to have an interest in the Units held by Summit

which IREIT Global Management Pte. Ltd. has agreed to transfer 19.0% of the total