

(Constituted in the Republic of Singapore pursuant to A trust deed dated 19 October 2006)

### **ANNOUNCEMENT**

# UNDERWRITTEN RENOUNCEABLE RIGHTS ISSUE LODGEMENT AND DESPATCH OF OFFER INFORMATION STATEMENT

Bowsprit Capital Corporation Limited, in its capacity as manager of First Real Estate Investment Trust ("First REIT" and as manager of First REIT, the "Manager"), is pleased to announce that it has today lodged with the Monetary Authority of Singapore ("MAS") the offer information statement ("Offer Information Statement") in relation to the issue of 345,664,382 new units in First REIT ("Units", and the new Units, the "Rights Units") on a fully underwritten and renounceable basis to Eligible Unitholders<sup>1</sup> (the "Rights Issue") on a *pro rata* basis of five (5) Rights Units for every four (4) existing Units held as at 5.00 p.m. on 3 December 2010 ("Rights Issue Books Closure Date"), at the issue price of S\$0.50 per Rights Unit, fractional entitlements to be disregarded, to raise gross proceeds of approximately S\$172.8 million.

The Offer Information Statement is available on the website of the MAS at <www.mas.gov.sg> and will be despatched on 8 December 2010 to Eligible Unitholders.

Eligible Unitholders who do not receive the Offer Information Statement, together with the ARE<sup>2</sup> by 14 December 2010, may obtain copies from CDP or the Unit Registrar (as defined herein), as the case may be, at their respective addresses as follows:

CDP Unit Registrar

The Central Depository (Pte) Limited Boardroom Corporate & Advisory Services Pte. Ltd.

4 Shenton Way, #02-01 50 Raffles Place

SGX Centre 2 #32-01 Singapore Land Tower

Singapore 068807 Singapore 048623

# Acceptances of Provisional Allotments of Rights Units and Excess Rights Units

<sup>&</sup>quot;Eligible Unitholders" refers to Unitholders with Units standing to the credit of their securities accounts with The Central Depository (Pte) Limited ("CDP") and whose registered addresses with CDP are in Singapore as at the Rights Issue Books Closure Date (as defined herein) or who have, at least three Market Days (being a day on which Singapore Exchange Securities Trading Limited (the "SGX-ST") prior to the Rights Issue Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents, and such Unitholders who the Manager, on behalf of First REIT, in consultation with Oversea-Chinese Banking Corporation Limited and Credit Suisse (Singapore) Limited as the joint lead managers and underwriters for the Rights Issue (the "Joint Lead Managers and Underwriters"), determines, in its sole discretion, may be offered Rights Units without breaching applicable securities laws.

<sup>2 &</sup>quot;ARE" refers to the application form for Rights Units and Excess Rights Units (as defined herein) issued to Eligible Unitholders in respect of their provisional allotments of Rights Units under the Rights Issue ("Rights Entitlements").

Acceptances of provisional allotments of Rights Units and (if applicable) applications for Excess Rights Units<sup>3</sup> under the Rights Issue may be made by way of (i) ARE through CDP and/or (ii) Electronic Application<sup>4</sup> through an automated teller machine ("**ATM**") of a Participating Bank<sup>5</sup>.

More information on the procedures for acceptance, payment, renunciation and excess application for Rights Units by Eligible Unitholders may be found in the Offer Information Statement.

The trading period for the provisional allotments of Rights Units (or the "nil-paid" rights) on the SGX-ST commences from 9.00 a.m. on 8 December 2010 and ends at 5.00 p.m. on 16 December 2010. Eligible Unitholders who sell their "nil-paid" rights on the SGX-ST during this period do not need to forward the ARE to purchasers of the provisional allotments of Rights Units ("**Purchasers**") as arrangements will be made by CDP for the ARS<sup>6</sup> to be issued to the Purchasers. Purchasers should note that CDP will, on behalf of First REIT, send the ARS accompanied by the Offer Information Statement, by ordinary post and at the Purchasers' own risk, to their respective Singapore addresses as recorded with CDP.

The Offer Information Statement and its accompanying documents will not be despatched to persons whose registered addresses with CDP are outside Singapore and who purchase the provisional allotments of Rights Units through the book-entry (scripless) settlement system ("Foreign Purchasers"). Foreign Purchasers who wish to accept the provisional allotments of Rights Units credited to their securities accounts should make the necessary arrangements with CDP and their depository agents or stockbrokers in Singapore.

Eligible Unitholders who have subscribed for or purchased Units under the Central Provident Fund Investment Scheme (the "CPFIS") and/or the Supplementary Retirement Scheme (the "SRS") can only accept their Rights Entitlements by instructing the relevant banks in which they hold their CPFIS accounts and/or SRS accounts to do so on their behalf. Any application made directly to CDP or through ATMs will be rejected.

Eligible Unitholders who have subscribed for or purchased Units under the CPFIS and/or the SRS should refer to the Offer Information Statement lodged with the MAS for important details relating to the offer procedure.

# **Timetable of Key Events**

The timetable for the Rights Issue is set out below:

Event

Rights Issue Books Closure Date

Despatch of this Offer Information Statement (together with the application forms) to Eligible Unitholders

Date and Time

3 December 2010 at 5.00 p.m.

By 8 December 2010

<sup>3 &</sup>quot;Excess Rights Units" means the Rights Units represented by the provisional allotments (A) of (i) Eligible Unitholders who decline, do not accept, and elect not to renounce or sell their Rights Entitlements under the Rights Issue (during the "nil-paid" rights trading period prescribed by the SGX-ST) and/or (ii) Unitholders other than Eligible Unitholders which have not been sold during the "nil-paid" rights trading period or (B) that have not been validly taken up by the original allottees, renouncees of the provisional allotments or the purchasers of the "nil-paid" rights units.

<sup>4 &</sup>quot;Electronic Application" refers to acceptance of the Rights Units and (if applicable) application for Excess Rights Units under the Rights Issue made through an ATM (as defined herein) of a Participating Bank (as defined herein) in accordance with the terms and conditions of the Offer Information Statement.

<sup>5 &</sup>quot;Participating Bank" refers to DBS Bank Ltd. (including POSB), Oversea-Chinese Banking Corporation Limited and United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited.

<sup>&</sup>quot;ARS" refers to the application form for Rights Units to be issued to purchasers of the Rights Entitlements under the Rights Issue traded on the SGX-ST under the book-entry (scripless) settlement system.

Commencement of trading of Rights Entitlements : 8 December 2010 from 9.00 a.m.

Close of trading of Rights Entitlements : 16 December 2010 at 5.00 p.m.

**Closing Date:** 

Last date and time for acceptance of the Rights Entitlements and payment for Rights Units<sup>(1),</sup>

22 December 2010 at 5.00 p.m. (2)

(9.30 p.m. for Electronic Applications through ATMs of Participating Banks)

Last date and time for application and payment for Excess Rights Units<sup>(1),</sup>

22 December 2010 at 5.00 p.m. (2)

(9.30 p.m. for Electronic Applications through ATMs of Participating Banks)

Last date and time for acceptance of and payment by the renouncee<sup>(1),</sup>

22 December 2010 at 5.00 p.m. (3)

(9.30 p.m. for Electronic Applications through ATMs of Participating Banks)

Completion of the issue of the Rights Units : 30 December 2010

Commencement of trading of Rights Units on the SGX-ST and completion of the MRCCC Acquisition and the SHLC Acquisition 31 December 2010 from 9.00 a.m.

#### Notes:

- (1) This does not apply to CPFIS investors, SRS investors and investors who hold Units through a finance company and/or Depository Agent. CPFIS investors, SRS investors and investors who hold Units through a finance company and/or Depository Agent should see the section entitled "Important Notice to (A) CPFIS Investors, (B) SRS Investors and (C) Investors who hold Units through a Finance Company and/or Depository Agent". Any application made by these investors directly through CDP or through ATMs will be rejected. Such investors, where applicable, will receive notification letter(s) from their respective approved bank, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective approved bank, finance company and/or Depository Agent.
- (2) If acceptances of the Rights Entitlements and (if applicable) applications for Excess Rights Units, as the case may be, are made through CDP in accordance with the ARE and the ARS.
- (3) Eligible Unitholders who wish to renounce their Rights Entitlements in favour of a third party should note that CDP requires at least three Market Days to effect such renunciation. As such, Eligible Unitholders who wish to renounce are advised to do so early to allow sufficient time for the renouncee to accept his Rights Entitlements and make payment for Rights Units.

The Manager may, in consultation with the Joint Lead Managers and Underwriters and with the approval of the SGX-ST, modify the above timetable subject to any limitation under any applicable laws. In such an event, the Manager will announce the same via the SGXNET. However, as at the date of this Offer Information Statement, the Manager does not expect the above timetable to be modified.

## By Order of the Board

Dr Ronnie Tan Keh Poo Chief Executive Officer Bowsprit Capital Corporation Limited (as manager of First Real Estate Investment Trust) (Company registration no. 200607070D)

6 December 2010

### **Important Notice**

The value of 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 or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the Manager to redeem 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 document is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of First REIT is not necessarily indicative of the future performance of First REIT.

An offering of Rights Units will be made in and accompanied by the Offer Information Statement. A potential investor should read the Offer Information Statement before deciding whether to subscribe for Rights Units under the Rights Issue.

The Offer Information Statement may be accessed online at the website of the MAS at <www.mas.gov.sg> when it is lodged with the MAS. The MAS assumes no responsibility for the contents of the Offer Information Statement. The availability of the Offer Information Statement on the MAS website does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The MAS has not, in any way, considered the investment merits of First REIT. This announcement is qualified in its entirety by, and should be read in conjunction with the full text of the Offer Information Statement.

This document may contain forward-looking statements that involve 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 property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.

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