
UPDATE ON THE PROPOSED REVERSE TAKEOVER TRANSACTION

*On 10 October 2016, an implementation agreement (as supplemented by a supplemental agreement dated 31 January 2017) (the “**Implementation Agreement**”) was entered into for the proposed acquisition by Saizen Real Estate Investment Trust (“**Saizen REIT**”) of industrial properties in Australia (the “**Proposed Acquisition**”) and the reverse takeover of Saizen REIT by Sime Darby Property Singapore Limited (“**SDPSL**”) (the “**RTO**”) (the Proposed Acquisition and RTO, collectively being the “**Proposed RTO Transaction**”). Please refer to Saizen REIT’s announcements dated 10 October 2016, 10 November 2016, 3 January 2017, 16 January 2017, 1 February 2017 and 2 February 2017 (the “**Announcements**”) for further details on the Proposed RTO Transaction. Unless otherwise defined in this announcement, capitalised terms used herein shall bear the same meaning as ascribed thereto in the Announcements.*

The board of directors of Japan Residential Assets Manager Limited (“**Board**”), the manager of Saizen REIT (the “**Manager**”), refers to the announcement dated 2 February 2017 (the “**AIP Announcement**”) in relation to the receipt of in-principle approval (the “**Approval-in-principle**”) in respect of, among others, the Proposed RTO Transaction from Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). It was also disclosed in the AIP Announcement that a circular (the “**Circular**”) containing, among others, information on the Proposed RTO Transaction and notice of extraordinary general meeting (the “**RTO EGM**”) would be despatched to the Unitholders in due course.

The Board wishes to update the unitholders of Saizen REIT (the “**Unitholders**”) that it understands from SDPSL that since the receipt of Approval-in-principle, SDPSL has been working on certain aspects of the Proposed RTO Transaction.

Unitholders should note that there is **NO** certainty that the Circular will be issued, that the RTO EGM will be convened or that the Proposed RTO Transaction can be completed. If the RTO EGM is not convened (in time or at all) such that the Proposed RTO Transaction cannot be completed by the long-stop date of the Implementation Agreement of 31 March 2017, the Implementation Agreement will be terminated in accordance with its terms.

In the event that the Implementation Agreement is terminated, the Manager shall commence liquidation proceedings for Saizen REIT. As provided for under the Implementation Agreement, if the Implementation Agreement is terminated due to approval of the Unitholders not being obtained for the Proposed RTO Transaction (and is not attributable to any fault or omission on the part of the Manager), SDPSL has agreed to render all reasonable assistance to the Manager in the liquidation of Saizen REIT and shall, if required, second (at SDPSL’s cost) such reasonable number of its employees to the Manager to assist with the foregoing.

The Manager will make relevant announcements when appropriate to keep Unitholders updated of any significant developments on the Proposed RTO Transaction.

Unitholders are advised to exercise caution in the dealing or trading of their Units in Saizen REIT, as there is NO assurance as at the date of this announcement that the Proposed RTO Transaction will be completed or that there will be no changes to the terms thereof.

Unitholders should note that the Approval-in-principle from the SGX-ST is not to be taken as an indication of the merits of the Proposed RTO Transaction (including the Proposed Acquisition), the new Units to be issued to SDPSL (or its nominees) for the Proposed Acquisition, and the Enlarged Group (comprising Saizen REIT, its subsidiaries and associated companies following completion of the Proposed Acquisition).

By Order of the Board

Japan Residential Assets Manager Limited
(Company Registration No. 200712125H)
As Manager of Saizen Real Estate Investment Trust

Joey Goh (Mr.)
Chief Executive Officer
20 February 2017

IMPORTANT NOTICE

The value of Units and the income derived from them, if any, may fall or rise. 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 should note that they 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. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This publication is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of Saizen REIT is not necessarily indicative of the future performance of Saizen REIT.

This Announcement 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 and occupancy, changes in operating expenses, including employee wages, benefits and training, property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward looking statements, which are based on the Manager's current view of future events.