

No. S 51

**SECURITIES AND FUTURES ACT
(CHAPTER 289)**

**SECURITIES AND FUTURES
(OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES)
(EXEMPTION FROM SUBDIVISIONS (2) AND (3)
OF DIVISION 1 OF PART XIII FOR REIT BONDS)
REGULATIONS 2011**

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In exercise of the powers conferred by section 337(1) of the Securities and Futures Act, the Monetary Authority of Singapore hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Securities and Futures (Offers of Investments) (Shares and Debentures) (Exemption from Subdivisions (2) and (3) of Division 1 of Part XIII for REIT Bonds) Regulations 2011 and shall come into operation on 9 February 2011.

Definitions

2. In these Regulations —

“debentures of a REIT” means any debenture stock, bond, note and any other debt securities (other than structured notes and asset-backed securities) of a REIT;

“Manager”, in relation to an offer of REIT Bonds, means the responsible person for the REIT;

“REIT” means a trust —

- (a) that invests primarily in real estate and real-estate related assets specified by the Authority in the Code on Collective Investment Schemes;

(b) all or any units of which are listed for quotation on a securities exchange; and

(c) which —

(i) is authorised under section 286 of the Act, or is one for which an application for authorisation has been made and has not been refused by the Authority under that section; or

(ii) is recognised under section 287 of the Act, or is one for which an application for recognition has been made and has not been refused by the Authority under that section;

“REIT Bond” means —

(a) any debenture of a REIT issued or proposed to be issued by a trustee on behalf of the REIT; or

(b) any right, option or derivative in respect of any such debentures of a REIT;

“WAP phone” means a wireless application protocol phone.

Exemption for offer made using offer information statement

3.—(1) Subject to paragraph (2), Subdivisions (2) and (3) of Division 1 of Part XIII (other than section 257) of the Act shall not apply to an offer of REIT Bonds, whether by means of a rights issue or otherwise, which is made in or accompanied by an offer information statement relating to the offer (referred to in this regulation as the offer information statement).

(2) The exemption under paragraph (1) shall be subject to following conditions:

(a) the offer information statement shall comply with the requirements set out in the First Schedule;

(b) the offer information statement shall contain the particulars set out in the Second Schedule;

(c) the offer information statement shall be signed by the following persons:

(i) where the person making the offer is the Manager, the offer information statement shall be signed by —

(A) every director or equivalent person of the Manager; and

(B) every person who is named in the offer information statement as a proposed director or an equivalent person of the Manager;

- (ii) where the person making the offer is not the Manager and the Manager is controlled by the person making the offer, one or more of the related parties of the person making the offer, or the person making the offer and one or more of his related parties, the offer information statement shall be signed by the persons referred to in sub-paragraph (i) and —
 - (A) where the person making the offer is an entity, by every director or equivalent person of that entity; or
 - (B) where the person making the offer is an individual, by that individual or a person authorised by him in writing; and
- (iii) in any other case, the offer information statement shall be signed —
 - (A) where the person making the offer is an entity, by every director or equivalent person of that entity; or
 - (B) where the person making the offer is an individual, by that individual or a person authorised by him in writing;
- (d) where the offer information statement is not in accordance with the requirements under sub-paragraph (b) or (c), the offer information statement shall contain or comply with those requirements as modified by the Authority on the application of any person interested;
- (e) the offer information statement shall be lodged with the Authority;
- (f) the offer shall be made within 6 months from the date of lodgment of the offer information statement with the Authority;
- (g) where the offer of REIT Bonds is made in or accompanied by an offer information statement which includes a statement purporting to be made by, or based on a statement made by, an expert, not being a statement referred to in paragraph (4) and there is no written approval of the Authority to waive the application of this sub-paragraph —
 - (i) the expert has given and has not, before the lodgment of the offer information statement with the Authority, withdrawn his written consent to the issue thereof

with the statement included in the form and context in which it is included; and

- (ii) there appears, in the offer information statement, a statement that the expert has given and has not withdrawn his consent;
- (h) where the offer of REIT Bonds is made in or accompanied by an offer information statement in which a person is named as the issue manager (commonly known as the arranger) to the offer, the offer information statement shall not be issued unless —
- (i) the person has given and has not, before the lodgment of the offer information statement with the Authority, withdrawn his written consent to being named in the offer information statement as issue manager to that offer; and
 - (ii) there appears in the offer information statement a statement that the person has given, and has not withdrawn, his consent;
- (i) where the offer of REIT Bonds is made in or accompanied by an offer information statement in which a person is named as the underwriter (but not a sub-underwriter) to the offer, the offer information statement shall not be issued unless —
- (i) the person has given and has not, before the lodgment of the offer information statement with the Authority, withdrawn his written consent to being named in the offer information statement as underwriter to that offer; and
 - (ii) there appears in the offer information statement a statement that the person has given, and has not withdrawn, his consent;
- (j) the person making the offer shall —
- (i) lodge the written consents referred to in subparagraphs (g), (h) and (i), as applicable, with the Authority at the time of lodgment of the offer information statement with the Authority; and
 - (ii) cause a true copy of the written consents to be deposited, within 7 days after the lodgment of the offer information statement with the Authority, at the registered office of the Manager in Singapore or, if the Manager has no registered office in Singapore, at

the address in Singapore specified in the offer information statement for that purpose; and

- (k) the Manager shall keep, and make available for inspection, by the unitholders of the REIT, creditors and persons who have subscribed for or purchased the REIT Bonds to which the offer information statement relates, without payment of any fee, a true copy of every written consent deposited in accordance with sub-paragraph (j)(ii) for a period of at least 6 months after the lodgment of the offer information statement with the Authority.

(3) For the purposes of paragraph (2)(c) —

- (a) the requirement for the offer information statement to be signed by a director or an equivalent person is satisfied if the offer information statement is signed —

- (i) by that director or equivalent person; or

- (ii) by a person who is authorised in writing by that director or equivalent person to sign on his behalf; and

- (b) the requirement for the offer information statement to be signed by a person named therein as a proposed director or an equivalent person is satisfied if the offer information statement is signed —

- (i) by that proposed director or equivalent person; or

- (ii) by a person who is authorised in writing by that proposed director or equivalent person to sign on his behalf.

(4) Paragraph (2)(g) shall not apply in respect of a statement purporting to be made by, or to be based on a statement made by, an expert (referred to in this paragraph as the relevant statement) which —

- (a) is not made by the expert in connection with the offer concerned;

- (b) is not made by the expert for the sole benefit of the REIT concerned;

- (c) does not relate specifically to the affairs of the REIT concerned;

- (d) is made by a person whom the persons signing the offer information statement reasonably believe to be an expert who —

- (i) has no material interest in the success of the issue or sale of the REIT Bonds; and

- (ii) is not acting at the instigation of, or by arrangement with, the REIT concerned, its Manager, trustee, a director or an equivalent person of the Manager or trustee, a proposed director or an equivalent person of the Manager or trustee, or a person who has a material interest in the success of the issue or sale of the REIT Bonds;
- (e) is a correct and fair copy or a representation of, or an extract from, a statement made or information published by a source which the persons signing the offer information statement reasonably believe to be reliable; and
- (f) complies with the requirement that the offer information statement shall include the following statements wherever the relevant statement appears in the offer information statement:
 - (i) a statement that the expert has not consented to the inclusion of the relevant statement;
 - (ii) any disclaimer made by the expert in relation to reliance on the contents of the relevant statement which the persons signing the offer information statement are reasonably aware;
 - (iii) a statement as to whether the persons signing the offer information statement have verified the accuracy of the contents of the relevant statement;
 - (iv) a statement as to whether the persons signing the offer information statement have included the relevant statement in its proper form and context in the offer information statement; and
 - (v) a proper citation identifying the source of, and the location within the source of, the relevant statement, including, where available, the following details of the source:
 - (A) each author or editor;
 - (B) the title;
 - (C) the publication date and every revision date; and
 - (D) where the source is published on an Internet website, the uniform resource locator (URL) and version date.

Exemption for offer made using offer information statement through automated teller machine or WAP phone

4.—(1) Subject to paragraph (2), Subdivisions (2) and (3) of Division 1 of Part XIII (other than section 257) of the Act shall not apply to an offer of REIT Bonds, whether by means of a rights issue or otherwise, which is made using any automated teller machine or WAP phone.

(2) The exemption under paragraph (1) shall be subject to following conditions:

- (a) an offer information statement relating to the offer shall be lodged with the Authority and the conditions specified in regulation 3(2) (read with regulation 3(3) and (4)) shall be complied with;
- (b) the automated teller machine or WAP phone indicates to a prospective subscriber or buyer —
 - (i) how he can obtain, or arrange to receive, a copy of the offer information statement relating to the offer; and
 - (ii) that he should read the offer information statement before submitting his application,
 before enabling him to submit any application to subscribe for or purchase the REIT Bonds;
- (c) where the offer is made using a WAP phone, the person making the offer shall submit or cause to be submitted, to the Authority, by the first day on which the offer is made, a true and complete electronic image of a statement identifying the uniform resource locator (URL) from which the offer is made through the WAP phone; and
- (d) the electronic image to be submitted to the Authority under sub-paragraph (c) shall comply with the following requirements:
 - (i) the electronic image shall be in portable document format (PDF), tagged image file format (TIFF) or such other format as the Authority may, from time to time, allow;
 - (ii) the electronic image shall be submitted by submitting to the Authority a CD-ROM or such other medium as the Authority may, from time to time, allow containing the electronic image; and
 - (iii) the medium by which the electronic image is submitted shall be labelled with —

- (A) a description of what the electronic image relates to; and
- (B) a description of the offer.

Exemption for offer of traded REIT Bonds

5. Subdivisions (2) and (3) of Division 1 of Part XIII of the Act (other than section 257 of the Act) shall not apply to an offer of REIT Bonds where such REIT Bonds have been previously issued and are listed for quotation or quoted on a securities exchange, and are traded on the exchange.

FIRST SCHEDULE

Regulation 3(2)(a)

REQUIREMENTS RELATING TO STATEMENTS IN OFFER INFORMATION STATEMENT FOR AN OFFER OF REIT BONDS

Offer information statement not to contain false or misleading statements

1. Subject to paragraph 2, where an offer of REIT Bonds is made using an offer information statement —

- (a) the offer information statement or any application form for the REIT Bonds shall not contain a false or misleading statement;
- (b) the offer information statement shall not omit to state any information required to be included in the offer information statement under the Second Schedule (as applied to an offer information statement under regulation 3(2)(b) or 4(2)(a), as the case may be) and, where applicable, as modified by the Authority on the application of any person interested under that regulation; and
- (c) the offer information statement shall not omit to state a new circumstance that —
 - (i) has arisen since the offer information statement was lodged with the Authority; and
 - (ii) would have been required to be included in the offer information statement under the Second Schedule (as applied to an offer information statement under regulation 3(2)(b) or 4(2)(a), as the case may be) and, where applicable, as modified by the Authority on the application of any person interested under that regulation if it had arisen before the offer information statement was lodged with the Authority.

Non-compliance with paragraph 1

2.—(1) For the purposes of paragraph 1, a false or misleading statement about a future matter (including the doing of, or the refusal to do, an act) is taken to have been made if a person made the statement without having reasonable grounds for making the statement.

(2) A person shall not be taken not to have complied with paragraph 1 if the false or misleading statement, or the omission to state any information or new circumstance, is not materially adverse from the point of view of the investor.

(3) A person shall not be taken not to have complied with paragraph 1 only because of a false or misleading statement in an offer information statement if the person proves that he —

- (a) made all inquiries (if any) that were reasonable in the circumstances; and
- (b) after doing so, believed on reasonable grounds that the statement was not false or misleading.

(4) A person shall not be taken not to have complied with paragraph 1 only because of an omission from an offer information statement in relation to a particular matter if the person proves that he —

- (a) made all inquiries (if any) that were reasonable in the circumstances; and
- (b) after doing so, believed on reasonable grounds that there was no omission from the offer information statement in relation to that matter.

(5) A person shall not be taken not to have complied with paragraph 1 only because of a false or misleading statement in, or an omission from, an offer information statement if the person proves that he placed reasonable reliance on information given to him by —

- (a) if the person is an entity, someone other than —
 - (i) a director or equivalent person; or
 - (ii) an employee or agent, of the entity; or
- (b) if the person is an individual, someone other than an employee or agent of the individual.

(6) For the purposes of sub-paragraph (5), a person is not the agent of an entity or individual merely because he performs a particular professional or advisory function for the entity or individual.

(7) A person who is named in an offer information statement as —

- (a) a proposed director or an equivalent person of the Manager, or an issue manager or underwriter;
- (b) having made a statement included in the offer information statement; or
- (c) having made a statement on the basis of which a statement is included in the offer information statement,

shall not be taken not to have complied with paragraph 1 only because of a false or misleading statement in, or an omission from, the offer information statement if the person proves that he publicly withdrew his consent to being named in the offer information statement in that way.

(8) A person shall not be taken not to have complied with paragraph 1 only because of a new circumstance that has arisen since the offer information statement was lodged with the Authority if the person proves that he was not aware of the matter.

Reference to statement

3. For the purposes of paragraphs 1 and 2, any reference to a statement shall include a reference to any information presented, regardless of whether such information is in text or otherwise.

SECOND SCHEDULE

Regulation 3(2)(b)

**PARTICULARS TO BE INCLUDED IN AN OFFER
INFORMATION STATEMENT FOR AN OFFER OF REIT BONDS**

PART I**FRONT COVER**

1. On the front cover of the offer information statement, provide —
 - (a) the date of lodgment of the offer information statement;
 - (b) the following statements:
 - (i) “This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax, or other professional adviser.”; and
 - (ii) “The real estate investment trust that offered the REIT Bonds in this document is {an authorised/a recognised*} scheme under the Securities and Futures Act. A copy of this offer information statement has been lodged with the Monetary Authority of Singapore (the “Authority”). The Authority assumes no responsibility for the contents of the offer information statement. Lodgment of the offer information statement with the Authority does not imply that the Securities and Futures Act, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the REIT Bonds being offered for investment.”;

* to state accordingly
 - (c) the name of the REIT in which the REIT Bonds are being offered, and its place and date of constitution;
 - (d) a statement to the effect that an application has been or will be made to a securities exchange to list for quotation or quote the REIT Bonds being offered on that securities exchange, and the name of such securities exchange; and
 - (e) a statement that no REIT Bonds shall be allotted or allocated on the basis of the offer information statement later than 6 months after the date of lodgment of the offer information statement.

PART II

BASIC INFORMATION

Directors

1. State the names and addresses of —
 - (a) the Manager; and
 - (b) each of the directors or equivalent persons of the Manager.

Advisers

2. State the names and addresses of —
 - (a) the issue manager to the offer, if any;
 - (b) the underwriter to the offer, if any;
 - (c) the legal adviser for or in relation to the offer, if any; and
 - (d) the paying agent of the REIT.

Guarantor Entity, Advisers and Agents

3. In the case of guaranteed REIT Bonds, provide —
 - (a) the name and address of the guarantor entity; and
 - (b) the names and addresses of each of the directors or equivalent persons of the guarantor entity.
4. Provide the name and address of the trustee, fiscal agent or any other representative for the holders of the REIT Bonds, and the main terms of the document governing such trusteeship or representation, including provisions concerning the functions, rights and obligations of the trustee, fiscal agent or representative.

PART III

OFFER STATISTICS AND TIMETABLE

Offer Statistics

1. State —
 - (a) the amount of the subscriptions that are being sought and, where applicable, the fact that the subscriptions may be reduced;
 - (b) the nature, denomination and, where applicable, number of the REIT Bonds, as the case may be, being offered;
 - (c) where the REIT Bonds are offered at a discount or premium, the face value of the REIT Bonds being offered and the discount or premium; and
 - (d) the currency of the issue and, if the issue is payable in any currency other than the currency of the issue, this fact.

Method and Timetable

2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to —

- (a) the offer procedure; and
 - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.
3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgment of the offer information statement, describe arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure shall be made public.
4. State the method and time limit for paying up for the REIT Bonds and, where payment is to be made partial, the manner in which, and dates on which, amounts due are to be paid.
5. State, where applicable, the methods of and time limits for —
- (a) the delivery of the documents evidencing title to the REIT Bonds being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and
 - (b) the book-entry transfers of the REIT Bonds being offered in favour of subscribers or purchasers.
6. In the case of any pre-emptive rights to subscribe for or purchase the REIT Bonds being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.
7. Provide a full description of the manner in which the results of the allotment or allocation of the REIT Bonds are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).

PART IV

KEY INFORMATION

Principal Terms and Conditions

1. Provide the following information on the REIT Bonds being offered:
 - (a) the yield, a summary of the method by which that yield is calculated, the issue and redemption prices, the nominal interest rate and —
 - (i) if the nominal interest rate is a floating rate, how the rate is calculated; or
 - (ii) if several or variable interest rates are provided for, the conditions for changes in the rate;
 - (b) the date from which interest accrues and the interest payment dates;
 - (c) the procedures for, and validity period of, claims to payment of interest and repayment of the principal sum;
 - (d) the final repayment date and any early repayment dates, specifying whether exercisable at the option of the REIT or of the holder of the REIT Bonds;

- (e) details of arrangements for the amortisation or early redemption of the REIT Bonds including procedures to be adopted;
- (f) a description of any subordination or seniority of the issue to other debts of the REIT already incurred or to be incurred;
- (g) the rights conferred upon the holders of the REIT Bonds including rights in respect of interest and redemption;
- (h) the particulars of any security;
- (i) the particulars of any significant covenant, including those concerning subsequent issues of other forms or series of REIT Bonds;
- (j) where applicable, a statement as to whether or not the REIT has any right to create additional charges over any assets subject to a charge to secure the repayment of the REIT Bonds, which will rank in priority to or *pari passu* with the second-mentioned charge and, if there is such a right, particulars of its nature and extent;
- (k) the nature and scope of any guarantee, surety or commitment intended to ensure that the issue will be duly serviced with regard to both the principal sum of and the interest on the REIT Bonds;
- (l) any legislation under which the REIT Bonds have been created, and the governing law and the competent courts in the event of litigation;
- (m) definition of events constituting defaults and effect upon acceleration of maturity of the REIT Bonds; and
- (n) provisions for modifications of terms and conditions of the REIT Bonds.

Credit Rating

2. If the REIT, its guarantor entity or the REIT Bonds being offered have been given a credit rating by a credit rating agency, disclose the name of the credit rating agency, the credit rating (including whether it is a short-term or long-term credit rating), whether or not the REIT, its guarantor entity or any of their related parties had paid any fee or benefit of any kind to the credit rating agency in consideration for the credit rating, and the date on which the credit rating was given.

3. Where a credit rating is disclosed, provide —

- (a) a statement that the credit rating is current as of the date of lodgement of the offer information statement;
- (b) a statement that the credit rating is not a recommendation to invest in the REIT Bonds;
- (c) a statement that the credit rating may be subject to revision or withdrawal at any time; and
- (d) an explanation of the meaning, function and limitations of the credit rating including the fact that it is a statement of opinion.

Secured REIT Bonds

4. Provide, in relation to an offer of secured REIT Bonds or certificates of debenture stock, a summary by the auditors of the REIT showing, in tabular form —

- (a) the aggregate value of the tangible assets owned by the REIT;
- (b) the aggregate value of the tangible assets owned by each, or jointly owned by two or more, of its guarantor entities; and
- (c) the aggregate value of the tangible assets jointly owned by the REIT and one or more of its guarantor entities,

which have been charged to secure the repayment of all or any moneys payable in respect of the secured REIT Bonds or certificates of debenture stock, including any explanation of any adjustment made for the purpose of providing a true and fair view of those assets.

5. Show, also in the summary —

- (a) the amounts outstanding of the aggregate amounts borrowed by the REIT and by each of its guarantor entities, distinguishing between those amounts outstanding which will rank for repayment in priority to the amount under the proposed issue and those amounts outstanding which will rank for repayment *pari passu* with the amount under the proposed issue;
- (b) where any charge is for a liability the amount of which may vary from time to time, the actual amount of the liability as at the date on which the summary is made and any further amount which may be advanced under that charge; and
- (c) the aggregate amount of advances by the REIT to related corporations or related entities of the REIT, distinguishing between advances which are secured and advances which are unsecured.

6. The auditors of the REIT may explain or qualify, by way of notes or otherwise, any of the matters set out in the summary.

7. Where the tangible assets referred to in paragraph 4 of this Part are in the form of property, provide information on a report of the valuation of the interest of the REIT and each of its guarantor entities in each property charged, showing the nature and extent of the interest of the REIT and each of its guarantor entities, such report to be made not more than 6 months before the date of lodgment of the offer information statement by an independent qualified valuer.

Use of Proceeds from Offer and Expenses Incurred

8. In the same section, provide the information set out in paragraphs 9 to 14 of this Part.

9. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 10 as the net proceeds). Where only a part of the net proceeds will go into the property of the REIT, indicate such amount. If none of the proceeds will go into the property of the REIT, provide a statement of that fact.

10. Disclose how the net proceeds from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in

the reasonable opinion of the directors or equivalent persons of the Manager, must be raised by the offer of the REIT Bonds.

11. For each dollar of the proceeds from the offer, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

12. If any of the proceeds from the offer will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from a person specified as an interested party by the Authority in the Code on Collective Investment Schemes, identify the interested party and state how the cost to the REIT is or will be determined.

13. If any of the proceeds from the offer will be used to finance or refinance the acquisition of a business, briefly describe the business and give information on the status of the acquisition.

14. If any material part of the proceeds from the offer will be used to discharge, reduce or retire the indebtedness of the REIT, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.

15. In the section containing the information referred to in paragraphs 9 to 14 of this Part or in the adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.

Information on the REIT

16. Provide the following information:

- (a) the nature of operations and principal activities of the REIT;
- (b) the general development of the REIT from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the REIT since —
 - (i) the end of the most recent completed financial year for which financial statements have been published; or
 - (ii) the end of any subsequent interim period if interim financial statements have been published;
- (c) the participants' funds in and borrowings of the REIT, as at the latest practicable date, showing —
 - (i) in the case of the participants' funds, the number of units issued and the number of units outstanding; or
 - (ii) in the case of borrowings, the total amount of the borrowings outstanding, together with the rate of interest (whether fixed or floating) payable thereon;
- (d) the number of units of the REIT owned by each substantial participant at the latest practicable date;
- (e) any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of

lodgment of the offer information statement, a material effect on the REIT's financial position or profitability;

- (f) where any units in the REIT have been issued within the 12 months immediately preceding the latest practicable date —
 - (i) if the units have been issued for cash, state the prices at which the units have been issued and the number of units issued at each price; or
 - (ii) if the units have been issued for services, state the nature and value of the services and give the name and address of the person who received the units; and
- (g) a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the trustee of the REIT (acting in its capacity as trustee of the REIT) is a party, for the period of 2 years before the date of lodgment of the offer information statement, including the parties to the contract, the date and the general nature of the contract, and the amount of any consideration passing to or from the REIT.

PART V

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

- 1.—(1) Provide selected data from —
 - (a) the audited income statement of the REIT for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and
 - (b) any interim income statement of the REIT for any subsequent period for which that statement has been published.
- (2) The data referred to in sub-paragraph (1) shall include the line items in the income statement of the REIT and shall in addition include the following items:
 - (a) distribution per unit;
 - (b) earnings or loss per unit; and
 - (c) earnings or loss per unit after any adjustment to reflect the issuance of the REIT Bonds.
- 2.—(1) In respect of —
 - (a) each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and
 - (b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected income available for distribution to participants after tax and indicate the extent to which such income was so affected.

(2) Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of the financial periods referred to in sub-paragraph (1).

Financial Position

3.—(1) Provide selected data from the balance sheet of the REIT as at the end of —

- (a) the most recent completed financial year for which audited financial statements have been published; or
- (b) if the interim financial statements have been published for any subsequent period, that period.

(2) The data referred to in sub-paragraph (1) shall include the line items in the audited and interim balance sheet of the REIT and shall in addition include the following items:

- (a) number of units after any adjustment to reflect the issuance of the REIT Bonds;
- (b) net asset value per unit; and
- (c) net asset value per unit after any adjustment to reflect the issuance of the REIT Bonds.

Liquidity and Capital Resources

4. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of —

- (a) the most recent completed financial year for which financial statements have been published; and
- (b) if interim financial statements have been published for any subsequent period, that period.

5. Provide a statement by the Manager as to whether, in its reasonable opinion, the working capital available to the REIT as at the date of lodgment of the offer information statement is sufficient for present requirements and if, insufficient, how the additional working capital considered by the Manager to be necessary is proposed to be provided.

6. If the REIT is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the REIT's financial position and results or business operations, or the investments by participants in the REIT, provide —

- (a) a statement of that fact;
- (b) details of the credit arrangement or bank loan; and
- (c) any action taken or to be taken by the Manager to rectify the situation (including the status of any restructuring negotiations or agreements, if applicable).

Trend Information and Forecast or Projection

7. Discuss, for at least the current financial year, the business and financial prospects of the REIT, as well as any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on revenue, net property income, profitability, liquidity or capital resources, or that

would cause the financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.

8.—(1) Except as provided in sub-paragraphs (2) and (3), the offer information statement shall not —

- (a) include any prediction, projection or forecast as to the future or likely performance of the REIT; or
- (b) use words such as “targeted” or “expected” or any similar words or description in relation to a rate of return.

(2) The offer information statement may include a prediction, projection or forecast on the economy or economic trends of the markets which are targeted by the REIT, but such prediction, projection or forecast shall be accompanied by a prominent statement to the effect that the prediction, projection or forecast is not necessarily indicative of the future or likely performance of the REIT.

(3) The offer information statement may include a forecast or projection in relation to the REIT (including, where applicable, any yield to be generated by any new asset or property proposed to be acquired by the REIT) in the offer information statement, provided that —

- (a) if the forecasted or projected yields of the units in the REIT are stated in percentage terms —
 - (i) such yields are presented on an annualised basis; and
 - (ii) it is prominently stated in the offer information statement that such forecasted or projected yields are calculated based on a stated reference price or standard reference prices and that such yields will vary accordingly for investors who purchase units in the secondary market at a market price higher or lower than the stated reference price or prices;
- (b) the assumptions underlying such forecast or projection are reasonable, and are stated clearly and explicitly in the offer information statement; and
- (c) the forecast or projection is accompanied by the items specified in sub-paragraph (4).

(4) The items referred to in sub-paragraph (3)(c) are —

- (a) a statement by an auditor of the REIT as to whether such forecast or projection is —
 - (i) properly prepared on the basis of the assumption;
 - (ii) consistent with the accounting policies adopted by the Manager in respect of the REIT; and
 - (iii) presented in accordance with acceptable accounting standards adopted by the Manager in the preparation of the financial statements of the REIT;
- (b) where the forecast or projection is in respect of a period ending on a date not later than the end of the current financial year of the REIT —
 - (i) a statement by the issue manager to the offer or any other person whose profession or reputation gives authority to the

statement made by him, that the forecast or projection has been stated by the Manager after due and careful enquiry and consideration; or

- (ii) a statement by an auditor of the REIT, prepared on the basis of his examination of the evidence supporting the assumptions and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection;
- (c) where the forecast or projection is in respect of a period ending on a date after the end of the current financial year of the REIT —
 - (i) a statement by the issue manager to the offer or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection; or
 - (ii) a statement by an auditor of the REIT, prepared on the basis of his examination of the evidence supporting the assumptions and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the forecast or projection;
- (d) a sensitivity analysis; and
- (e) a confirmation from the Manager that the forecast or projection has been properly prepared on the basis of appropriate and reasonable assumptions.

Significant Changes

- 9. Disclose any event that has occurred from the end of —
 - (a) the most recent completed financial year for which financial statements have been published; or
 - (b) if interim financial statements have been published for any subsequent period, that period,

to the latest practicable date which may have a material effect on the financial position and results of the REIT or, if there is no such event, provide an appropriate negative statement.

Meaning of “published”

- 10. In this Part, “published” includes publication in a prospectus, in an annual report or on the SGXNET.

PART VI

THE OFFER AND THE LISTING

Offer and Listing Details

1. Indicate the issue premium or discount at which the REIT Bonds are being offered and the amount of any expense specifically charged to the subscriber or purchaser.

2. Indicate whether the REIT Bonds being offered are in registered or bearer form.

3. If —

- (a) any of the REIT's participants have pre-emptive rights to subscribe for or purchase the REIT Bonds being offered; and
- (b) the exercise of the rights by the participant is restricted, withdrawn or waived,

indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.

4. If the REIT Bonds of the same class as those being offered are listed for quotation on any securities exchange —

- (a) in a case where the REIT Bonds have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the REIT Bonds —
 - (i) for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable falls; and
 - (ii) for the period from the beginning of the calendar month which the latest practicable date falls to the latest practicable date;
- (b) in a case where the REIT Bonds have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the REIT Bonds —
 - (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
 - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
- (c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the REIT Bonds have been listed for quotation for less than 3 years, during the period from the date on which the REIT Bonds were first listed on the securities exchange, to the latest practicable date; and
- (d) disclose information on any lack of liquidity, if the REIT Bonds are not regularly traded on the securities exchange.

5. Where the REIT Bonds being offered are not identical to the REIT Bonds already issued in the same REIT, provide —

- (a) a statement of the rights, preferences and restrictions attached to the REIT Bonds being offered; and
- (b) an indication of the resolutions, authorisations and approvals by virtue of which the Manager may create or issue further REIT Bonds to rank in priority to or *pari passu* with the REIT Bonds being offered.

Plan of Distribution

6. Indicate the amount, and outline briefly the plan of distribution, of the REIT Bonds that are to be offered otherwise than through underwriters. If the REIT Bonds are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.

7. Provide a summary of the features of the underwriting relationship together with the amount of REIT Bonds being underwritten by each underwriter.

PART VII

ADDITIONAL INFORMATION

Statement by Experts

1. Where a statement or report attributed to a person as an expert is included in the offer information statement, provide the name, address and qualifications of that person.

2. Where the offer information statement contains any statement, including what purports to be a copy of, or extract from, a report, memorandum or valuation, made by an expert —

- (a) state the date on which the statement was made;
- (b) state whether or not it was prepared by an expert for the purpose of incorporation in the offer information statement;
- (c) include a statement that the expert has given and has not withdrawn his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement; and
- (d) include a statement by the expert to the effect that the expert acknowledges, having made all reasonable enquiries, that to the best of his knowledge and belief, the statement is accurate in all material respects as at the date of the offer information statement, and that he is not aware of any other material fact, the omission of which would make the statement misleading in any material respect.

3. The information referred to in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the written approval of the Authority has been obtained under regulation 3(2)(g) or the statement attributed to the expert is a statement to which the exclusion under regulation 3(4) applies.

Statement by Issue Managers and Underwriters

4. Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer —

- (a) include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer; and
- (b) include a statement, by the person, to the effect that he, as issue manager or underwriter, having made all reasonable enquiries, acknowledges that to the best of his knowledge and belief, the facts in the offer information statement are accurate in all material respects as at the date of the offer information statement and that he is not aware of any other material facts, the omission of which would make any statement in the offer information statement misleading in any material respect.

Statement by Manager and directors of the Manager

5. Include a statement by the Manager and the directors of the Manager, to the effect that they individually and collectively accept full responsibility for the accuracy of the information given in the offer information statement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and the opinions expressed in the offer information statement are fair and accurate in all material respects as at the date of the offer information statement and that there are no material facts the omission of which would make any statement in the offer information statement misleading in any material respect.

Other matters

6. Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly –
- (a) the operations or financial position or results of the REIT; or
 - (b) investments by participants of the REIT.

PART VIII

ADDITIONAL INFORMATION REQUIRED FOR OFFER OF REIT BONDS BY WAY OF RIGHTS ISSUE

1. Provide —
- (a) the particulars of the rights issue;
 - (b) the last day and time for splitting of the provisional allotment of the REIT Bonds to be issued pursuant to the rights issue;
 - (c) the last day and time for acceptance of and payment for the REIT Bonds to be issued pursuant to the rights issue;
 - (d) the last day and time for renunciation of and payment by the renounee for the REIT Bonds to be issued pursuant to the rights issue;
 - (e) the terms and conditions of the offer of REIT Bonds to be issued pursuant to the rights issue;
 - (f) the particulars of any undertaking from the substantial participants of the Scheme to subscribe for their entitlements; and
 - (g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.

PART IX

ADDITIONAL INFORMATION REQUIRED
FOR CONVERTIBLE REIT BONDS**Information on Convertible REIT Bonds**

1. Provide information concerning the nature of the securities, equity interests or property offered by way of conversion, exchange, subscription or purchase and the rights attached thereto including, in particular, the voting rights, entitlement to shares in profits and, in the event of liquidation, any surplus and any other special rights.

2. Provide information on the terms, conditions and procedures for conversion, exchange, subscription or purchase and details of the circumstances under which they are amended, including the following information:

- (a) the total number or value of securities, equity interests or property which is the subject of the conversion, exchange, subscription or purchase;
- (b) the period during which the conversion, exchange, subscription or purchase right may be exercised and the date on which this right commences;
- (c) the amount payable on the exercise of the conversion, exchange, subscription or purchase right;
- (d) any arrangement for the transfer or transmission of the conversion, exchange, subscription or purchase right;
- (e) the rights of the holders of the REIT Bonds in respect of the conversion, exchange, subscription or purchase right on the liquidation of the entity, the securities, equity interests or property of which is the subject of the conversion, exchange, subscription or purchase;
- (f) any arrangement for the variation in the subscription price of the securities, equity interests or property which is the subject of the conversion, exchange, subscription or purchase, or in the exercise price of the convertible REIT Bonds, or in the number or value of securities, equity interests or property which is the subject of the conversion, exchange, subscription or purchase, in the event of any alteration in the capital of the entity, securities, equity interests or property of which is the subject of the conversion, exchange, subscription or purchase; and
- (g) if there is no established market for the securities, equity interests or property which is the subject of the conversion, exchange, subscription or purchase, the manner of determining the subscription or exercise or conversion price, including who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.

Made this 8th day of February 2011.

HENG SWEE KEAT
Managing Director,
Monetary Authority of Singapore.

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