

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES OF AMERICA (THE "UNITED STATES"), EUROPEAN ECONOMIC AREA, UNITED KINGDOM (OTHER THAN TO PROFESSIONAL INVESTORS), CANADA, JAPAN OR AUSTRALIA

This announcement is not for publication or distribution, directly or indirectly, in or into the United States, European Economic Area, United Kingdom (other than to professional investors), Canada, Japan or Australia. This announcement is not an offer of securities for sale in the United States, European Economic Area, United Kingdom (other than to professional investors), Canada, Japan, Australia or any other jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States or other jurisdiction and may not be offered or sold in the United States or to or for the account or benefit of any U.S. person, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act and in compliance with any applicable state securities laws. There will be no public offering of the securities of ESR-REIT in the United States.



(Constituted in the Republic of Singapore pursuant to a trust deed dated 31 March 2006 (as amended))

LAUNCH OF PREFERENTIAL OFFERING AND DESPATCH OF INSTRUCTION BOOKLET AND ARE¹ TO ENTITLED UNITHOLDERS PURSUANT TO THE PREFERENTIAL OFFERING

*Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of ESR-REIT dated 27 July 2021 titled "Launch of Preferential Offering on the Basis of 32 Preferential Offering New Units for Every 1,000 Existing Units to Raise Gross Proceeds of Up To Approximately S\$50.0 Million" (the "**Launch Announcement**").*

1. INTRODUCTION

Further to the Launch Announcement and the announcement dated 27 July 2021 in relation to the notice of the Preferential Offering Record Date, ESR Funds Management (S) Limited, as manager of ESR-REIT (the "**Manager**"), wishes to announce that the *pro rata* and non-renounceable preferential offering of approximately 124.1 million Preferential Offering New Units (the "**Preferential Offering**") will open today, Tuesday, **10 August 2021** at **9.00 a.m.**

2. DESPATCH OF INSTRUCTION BOOKLET AND ARE

The instruction booklet of ESR-REIT in relation to the Preferential Offering (the "**Instruction Booklet**") and the ARE will be despatched to Entitled Unitholders today. The Instruction Booklet and ARE require the immediate attention of Entitled Unitholders.

¹ "**ARE**" refers to the acceptance form for the Preferential Offering New Units provisionally allotted to the Entitled Unitholders and the application form for the Excess New Units.

Entitled Unitholders who wish to accept their provisional allotments of the Preferential Offering New Units and if applicable, apply for the Excess New Units², will need to do so in the manner set out in the Instruction Booklet and ARE by Wednesday, **18 August 2021**.

3. UNDERTAKING BY THE SPONSOR

As stated in the Launch Announcement, to demonstrate its continued support, willingness to provide certainty of funding and to save underwriting fees for ESR-REIT and the Preferential Offering, ESR Cayman Limited (the “**Sponsor**”), which owns 361,689,293 Units representing approximately 9.3%³ of the total number of Units in issue through its subsidiaries, has on 11 June 2021, provided to the Manager an irrevocable undertaking (the “**Sponsor Irrevocable Undertaking**”) that, among other things:

- (i) it will procure that e-Shang Infinity Cayman Limited (a Substantial Unitholder and a wholly-owned subsidiary of the Sponsor) (“**ESIC**”) or, as the case may be, its nominee(s) or custodian(s) (collectively, the “**Sponsor Relevant Entities**”) to subscribe and pay in full for the Sponsor Relevant Entities’ total provisional allotments of the Preferential Offering New Units (the “**Allotted Preferential Offering Units**”); and
- (ii) it will, in addition to paragraph (i) above, procure that the Sponsor Relevant Entities make excess applications, subscribe and pay in full for, additional Preferential Offering New Units, above the Sponsor Relevant Entities’ Allotted Preferential Offering Units, which are not taken up by other Unitholders (the “**Excess Preferential Offering Units**”) (with the Sponsor Relevant Entities ranking last in priority), provided that the total number of the Preferential Offering New Units applied for by the Sponsor Relevant Entities will not exceed a maximum subscription amount under the Preferential Offering of S\$50.0 million.

In the event that the independent Unitholders (the “**Independent Unitholders**”), being Unitholders other than (i) the Sponsor Relevant Entities and parties acting in concert or presumed to be acting in concert with them in relation to ESR-REIT (the “**Concert Party Group**”) and (ii) parties not independent of the Concert Party Group, do not approve a whitewash resolution to waive their right to receive a general offer for their Units from the Concert Party Group for the remaining Units not already owned or controlled by the Concert Party Group pursuant to Rule 14 of The Singapore Code on Take-overs and Mergers (the “**Mandatory Offer**”, and the Whitewash Resolution to waive the right to receive the Mandatory Offer, the “**Whitewash Resolution**”), the subscription by the Sponsor Relevant Entities of the Allotted Preferential Offering Units and the Excess Preferential Offering Units pursuant to the Sponsor Irrevocable Undertaking may be scaled down pursuant to Rule 820(2) of the Listing Manual of the SGX-ST, so that such subscriptions do not oblige the Concert Party Group to make a Mandatory Offer as a result of Unitholders (other than the Sponsor Relevant Entities) not taking up their provisional allotments of the Preferential Offering New Units fully.

2 “**Excess New Units**” refers to the new units in ESR-REIT represented by (a) the provisional allotments of Entitled Unitholders who decline or do not accept, whether in full or in part, their provisional allotments of the Preferential Offering New Units (during the period from 10 August 2021 to 18 August 2021); (b) the provisional allotments of Unitholders who are not Entitled Unitholders; and (c) the aggregate of fractional entitlements.

3 Based on the total number of 3,877,236,558 Units in issue as at the date of this announcement.

At the extraordinary general meeting of ESR-REIT held on 26 July 2021, the Independent Unitholders approved the Whitewash Resolution, so as to enable the Sponsor to (a) procure the Sponsor Relevant Entities to subscribe and pay in full for the Allotted Preferential Offering Units; and (b) procure that the Sponsor Relevant Entities make excess applications, subscribe and pay in full for, Excess Preferential Offering Units (with the Sponsor Relevant Entities ranking last in priority), provided that the total number of the Preferential Offering New Units applied for by the Sponsor Relevant Entities will not exceed a maximum subscription amount under the Preferential Offering of S\$50.0 million.

4. INDICATIVE TIMETABLE

The Preferential Offering will close on:

- (a) **Wednesday, 18 August 2021 at 5.00 p.m.** for acceptances of provisional allotments of the Preferential Offering New Units and (if applicable) applications for Excess New Units effected via the ARE; or
- (b) **Wednesday, 18 August 2021 at 9.30 p.m.** for acceptances of provisional allotments of the Preferential Offering New Units and (if applicable) applications for Excess New Units effected via Electronic Applications (as defined in the Instruction Booklet).

The trading of the Preferential Offering New Units on the SGX-ST is currently expected to commence on **Thursday, 26 August 2021 at 9.00 a.m.**

Entitled Unitholders should note the dates and times of the following key events in relation to the Preferential Offering set out below:

Event	Indicative Date
Despatch of Instruction Booklet (together with ARE) to Entitled Unitholders	Tuesday, 10 August 2021
Opening date and time for the Preferential Offering	Tuesday, 10 August 2021 at 9.00 a.m. (9.00 a.m. for Electronic Applications)
Last date and time for acceptance, application (if applicable) and payment for provisional allotments of the Preferential Offering New Units and the Excess New Units	Wednesday, 18 August 2021 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Expected date and time for the listing of the Preferential Offering New Units	Thursday, 26 August 2021 at 9.00 a.m.

NOTICE TO CENTRAL PROVIDENT FUND INVESTMENT SCHEME (“CPFIS”) INVESTORS, SUPPLEMENTARY RETIREMENT SCHEME (“SRS”) INVESTORS AND INVESTORS WHO HOLD UNITS THROUGH FINANCE COMPANIES OR DEPOSITORY AGENTS

For CPFIS investors, SRS investors and investors who hold units through finance companies or depository agents, acceptances of their provisional allotments of the Preferential Offering New Units and (if applicable) applications for Excess New Units must be done through the relevant approved banks in which they hold their CPFIS accounts or SRS accounts, finance companies or depository agents, respectively.

Such investors are advised to provide their respective approved banks in which they hold their CPFIS accounts or SRS accounts, finance companies or depository agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the last date and time for acceptance, application (if applicable) and payment for provisional allotments of the Preferential Offering New Units and Excess New Units. **Any acceptance and/or application made directly through The Central Depository (Pte) Limited, Boardroom Corporate & Advisory Services Pte. Ltd. and/or the Manager, as well as any Electronic Application (as defined in the Instruction Booklet), will be rejected.**

BY ORDER OF THE BOARD

ESR Funds Management (S) Limited

As Manager of ESR-REIT

(Company Registration No. 200512804G, Capital Markets Services Licence No. 100132)

Adrian Chui

Chief Executive Officer and Executive Director

10 August 2021

For further enquiries, please contact:

ESR Funds Management (S) Limited

Gloria Low

Corporate Communications Manager

Tel: +65 6827 9332

[Email: gloria.low@esr-reit.com.sg](mailto:gloria.low@esr-reit.com.sg)

Lyn Ong

Investor Relations Manager

Tel: +65 6827 9504

[Email: lyn.ong@esr-reit.com.sg](mailto:lyn.ong@esr-reit.com.sg)

About ESR-REIT

ESR-REIT has been listed on Singapore Exchange Securities Trading Limited since 25 July 2006.

ESR-REIT invests in quality income-producing industrial properties and as at 30 June 2021 holds interest in a diversified portfolio of 58 properties located across Singapore, with a total gross floor area of approximately 15.6 million square feet and an aggregate property value of S\$3.2 billion⁴. The properties are in the following business sectors: Business Park, High-Specs Industrial, Logistics/Warehouse and General Industrial, and are located close to major transportation hubs and key industrial zones island-wide. ESR-REIT also holds a 10.0% interest in ESR Australia Logistics Partnership, a private fund comprising 37 predominantly freehold logistics properties all located in Australia.

The Manager's objective is to provide Unitholders with a stable income stream through the successful implementation of the following strategies:

- Acquisition of value-enhancing properties;
- Proactive asset management;
- Divestment of non-core properties; and
- Prudent capital and risk management.

ESR Funds Management (S) Limited, the Manager of ESR-REIT, is owned by namely, ESR Cayman Limited ("**ESR**") (67.3%), Shanghai Summit Pte. Ltd. (25.0%), and Mitsui & Co., Ltd (7.7%).

For further information on ESR-REIT, please visit www.esr-reit.com.sg.

About the Sponsor, ESR

ESR is the largest APAC focused logistics real estate platform by gross floor area ("**GFA**") and by value of the assets owned directly and by the funds and investment vehicles it manages. ESR and the funds and investment vehicles it manages are backed by some of the world's preeminent investors including APG, CPP Investments, JD.com, Oxford Properties, PGGM and SK Holdings. The ESR platform spans major economies across the APAC region, including the People's Republic of China, Japan, South Korea, Singapore, Australia, India, Vietnam and Indonesia. As of 31 December 2020, the fair value of the properties directly held by ESR and the assets under management with respect to the funds and investment vehicles managed by ESR recorded approximately US\$30 billion, and GFA of properties completed and under development as well as GFA to be built on land held for future development comprised over 20 million sqm in total. Listed on the Main Board of The Stock Exchange of Hong Kong Limited in November 2019, ESR is a constituent of the FTSE Global Equity Index Series (Large Cap), Hang Seng Composite Index and MSCI Hong Kong Index.

For more information on ESR, please visit www.esr.com.

⁴ Includes 100% of the valuation of 7000 Ang Mo Kio Avenue 5 and 48 Pandan Road, in which ESR-REIT holds 80% interest in 7000 Ang Mo Kio Avenue 5 and 49% interest in 48 Pandan Road, but excludes the effects arising from the adoption of Financial Reporting Standard (FRS) 116 *Leases* which became effective on 1 January 2019.

Important Notice

This announcement is not for publication or distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale or an invitation or offer to acquire, purchase or subscribe for securities in the United States or any other jurisdictions.

The value of Units and the income derived from them may fall as well as rise. Units are not investments or deposits in, or liabilities or obligations, of the Manager, RBC Investor Services Trust Singapore Limited (in its capacity as trustee of ESR-REIT) (the “Trustee”), or any of their respective related corporations and affiliates (individually and collectively “Affiliates”). An investment in Units is subject to equity investment risk, including the possible delays in repayment and loss of income or the principal amount invested. Neither ESR-REIT, the Manager, the Trustee, nor any of the Affiliates guarantees the repayment of any principal amount invested, the performance of ESR-REIT, any particular rate of return from investing in ESR-REIT, or any taxation consequences of an investment in ESR-REIT. Any indication of ESR-REIT’s performance returns is historical and cannot be relied on as an indicator of future performance.

Investors have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that investors 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 announcement may contain forward-looking statements that involve assumptions, 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 occupancy or property rental income, changes in operating expenses, governmental and public policy changes and the continued availability of financing in amounts and on terms necessary to support ESR-REIT’s 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.

This announcement is for informational purposes only and does not have regard to your specific investment objectives, financial situation or your particular needs. Any information contained in this announcement is not to be construed as investment or financial advice and does not constitute an offer or an invitation to invest in ESR-REIT or any investment or product of or to subscribe to any services offered by the Manager, the Trustee or any of the Affiliates.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, United Kingdom (other than to professional investors), Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

ESR-REIT is an unregulated collective investment scheme for the purposes of the FSMA, which has not been authorised or recognised by the United Kingdom Financial Conduct Authority. The promotion of the Units and the distribution of this announcement in the United Kingdom is accordingly restricted by law.

Where the person distributing this announcement is:

- (i) a person authorised under FSMA to carry on business in the United Kingdom, this announcement is being communicated only to:
 - (a) persons outside the United Kingdom;

- (b) firms that are authorised under FSMA and certain other persons who are investment professionals falling within Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (as amended) (the “**CIS Promotion Order**”);
 - (c) high net worth companies, unincorporated associations and other bodies within the categories described in Article 22 of the CIS Promotion Order;
 - (d) the directors, officers and employees (“**A**”) of any person falling within (i)(b)-(c) above (“**B**”), where this announcement is communicated to A in that capacity and where the responsibilities of A, when acting in that capacity, involve A in B’s participation in unregulated schemes; or
 - (e) persons to whom it may otherwise lawfully be communicated; and
- (ii) a person not authorised under FSMA, this announcement is being communicated only to:
- (a) persons outside the United Kingdom;
 - (b) firms that are authorised under FSMA or certain other persons who are “investment professionals” falling within Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the “**FPO**”) and the directors, officers and employees (“**A**”) of any such firms and persons (“**B**”), where this announcement is communicated to A in that capacity and where A’s responsibilities, when acting in that capacity, involve A in the carrying on by B of controlled activities (as defined in the FPO);
 - (c) high net worth companies, unincorporated associations and other bodies falling within the categories described in Article 49 of the FPO and the directors, officers and employees (“**A**”) of any such high net worth companies, unincorporated associations and other bodies (“**B**”), where this announcement is communicated to A in that capacity and where A’s responsibilities, when acting in that capacity, involve A in B’s engaging in investment activity;
 - (d) certified sophisticated investors falling within Article 50 of the FPO; or
 - (e) persons to whom it may otherwise lawfully be communicated,
- (the persons described in (i) or (ii) as relevant, together “**Relevant Persons**”).

This announcement should not be communicated, distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this announcement. The provision of this announcement to, or reliance on it, by any person who is not a Relevant Person is unauthorised and may contravene FSMA, and any such person should return it immediately. Any Relevant Person seeking to rely on this announcement is warned that buying Units may expose the Relevant Person to a significant risk of losing all the property the Relevant Person invested. If a Relevant Person is in doubt about the Units the Relevant Person should consult a person authorised under FSMA who specialises in advising on such investments. The Manager is not authorised to carry on investment business in the UK and prospective investors are advised that all, or most, of the protections afforded by the UK regulatory system will not apply to any investment in the ESR-REIT and that compensation will not be available under the UK Financial Services Compensation Scheme.

The Units are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (a) a retail client (as defined in point (7) of Article 2(1) of the UK Markets in Financial Instruments Regulation (defined below)) who is not a professional client; or (b) a customer, where that customer would not qualify as a professional client. For these purposes the term “customer” means a customer within the meaning of the provisions of FSMA and any rules or regulations made under FSMA which were relied on immediately before 23:00 (GMT) on 31 December 2020 to implement Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution. Consequently, no key information document required by the UK PRIIPS Regulation (defined below) for offering or selling the Units or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling Units or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPS Regulation.

This announcement does not constitute an offer document or an offer of transferable securities in the United Kingdom to which section 85 of FSMA or article 3(1) of the UK Prospectus Regulation (defined below) applies and should not be considered as a recommendation that any person should subscribe for or purchase any Units. The Units will not be offered or sold to any person in the United Kingdom except in circumstances which have not resulted and will not result in an offer to the public in contravention of section 85(1) of FSMA or article 3(1) of the UK Prospectus Regulation.

For these purposes: (a) the phrase “an offer to the public” in relation to any offer of Units in the United Kingdom means the communication to persons in any form and by any means, presenting sufficient information on the terms of any offer and any Units to be offered, so as to enable an investor to decide to purchase any Units; (b) the phrase “UK Prospectus Regulation” means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC; (c) the phrase “UK Markets in Financial Instruments Regulation” means Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012; and (d) the phrase “UK PRIIPS Regulation” means Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products, provided that references to the “UK Prospectus Regulation”, the “UK Markets in Financial Instruments Regulation” and the “UK PRIIPS Regulation” shall be construed as a reference to that legislation as it forms part of domestic law pursuant to section 3 of the European Union (Withdrawal) Act 2018 (as amended), and shall also be construed in accordance with any regulations made under that Act in relation to that legislation, in each case from the time when that legislation so forms part of domestic law, where the phrase “domestic law” has the meaning given in that Act.

For the purposes of marketing (as defined in the UK Alternative Investment Fund Managers Regulations 2013 (as amended) (the “**UK AIFM Regulations**”) the Units to investors domiciled in or with a registered office in the UK, the Manager (as an AIFM for the purposes of the UK AIFM Regulations) intends to rely on the UK’s national private placement regime pursuant to Article 59 of the UK AIFM Regulations.

Any Relevant Persons who wish to invest in the Units must qualify as a “professional investor” under the UK AIFM Regulations. Units are not offered to investors in the UK who are not professional investors. Neither ESR-REIT nor the Manager is subject to supervision by the competent authorities of the UK.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States or other jurisdiction and may not be offered or sold within the United States or to or for the account or benefit of any U.S. person except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. There will be no public offering of the securities referred to herein in the United States.

This advertisement has not been reviewed by the Monetary Authority of Singapore.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:

The Preferential Offering New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).