

## Saizen Real Estate Investment Trust

(A real estate investment trust constituted on 27 September 2007 under the laws of the Republic of Singapore (as amended))

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**APPROVAL-IN-PRINCIPLE IN RELATION TO THE: (I) PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 497,185,362 NEW UNITS (THE “RIGHTS UNITS”) OF SAIZEN REAL ESTATE INVESTMENT TRUST (“SAIZEN REIT”) WITH UP TO 497,185,362 FREE DETACHABLE AND TRANSFERABLE WARRANTS BY SAIZEN REIT, ON THE BASIS OF 11 RIGHTS UNITS FOR EVERY 10 EXISTING UNITS OF SAIZEN REIT; AND (II) RULE 825 WAIVER**

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*Unless other defined, all terms used or referred to in this announcement have the same meanings as assigned to them in the announcement made by the board of directors (the “**Directors**”) of Japan Residential Assets Manager Limited (the manager of Saizen REIT) (the “**Manager**”) on 31 December 2008 in relation to the Rights cum Warrants Issue (the “**Announcement**”).*

Further to the Announcement, the Directors wishes to announce that the Securities Industry Council has on 13 February 2009 granted the Whitewash Waiver Application, subject to the satisfaction of certain conditions.

The Directors also wishes to announce that the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) has on 18 March 2009 granted the approval-in-principle (the “**AIP**”) for the listing and quotation of the Rights Units, Warrants and New Units arising from the exercise of the Warrants, on the Official List of SGX-ST. The AIP is subject to, *inter alia*:

- (a) compliance with SGX-ST’s listing requirements;
- (b) submission of a confirmation that Manager will comply with Rule 830 of the listing manual of SGX-ST (the “**Listing Manual**”) to announce any adjustment of the terms of the Warrants made pursuant to Rule 829(1) of the Listing Manual;
- (c) submission of notification to SGX-ST in accordance with Rule 864(4) of the listing manual of SGX-ST (the “**Listing Manual**”), if applicable;
- (d) submission of a confirmation upon completion of the Rights cum Warrants Issue, that there is sufficient spread of holdings to provide for an orderly market in the Warrants prior to listing of the Warrants;
- (e) Unitholders’ approval for the Rights cum Warrants Issue and the Placement Agreements with the Undertaking Placees at an EGM to be convened; and
- (f) submission of confirmation from financial institution(s) that the Undertaking Unitholders and Undertaking Placees have the necessary financial resources to fulfil their Irrevocable Undertakings.

<p>In relation to the initial public offering of Saizen REIT, the financial adviser and issue manager is Morgan Stanley Asia (Singapore) Pte. The joint bookrunners and underwriters are Morgan Stanley Asia (Singapore) Pte., Morgan Stanley &amp; Co. International plc and Credit Suisse (Singapore) Limited.</p>
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The AIP is not to be taken as an indication of the merits of the Rights cum Warrants Issue or Saizen REIT.

The circular to Unitholders containing, *inter alia*, the notice of the EGM, the terms and conditions of the Rights cum Warrants Issue, the Whitewash Resolution, the Commitment Fee and Introduction Fee, the alterations to the trust deed of Saizen REIT (the “**Alterations**”) and the placement to be entered into between the Manager and the Undertaking Placees (the “**Placement Exercise**”), will be despatched to the Unitholders in due course. Thereafter, the offer information statement will be lodged with the Monetary Authority of Singapore and dispatched by the Manager to the Entitled Unitholders following the EGM, if the Rights cum Warrants Issue, the Whitewash Resolution, the Commitment Fee and Introduction Fee, the Alterations and the Placement Exercise are approved at the EGM.

### **Rule 825 Waiver**

Further, the Directors wishes to announce that the SGX-ST has on the 18 March 2009 granted to Saizen REIT a waiver from Rule 825 of the Listing Manual. Rule 825 states that the number of new units arising from the exercise/conversion of outstanding company warrants or other convertible securities must in aggregate not exceed 50% of the total number of issued units excluding treasury units.

The Manager has on the 23 February 2009 applied for a waiver from Rule 825 of the Listing Manual from the SGX-ST as the number of existing issued Units currently stands at 451,986,693 Units (the “**Existing Number of Units**”). The 497,185,362 New Units to be issued in the event that the Warrants are completely exercised would exceed 50% of the Existing Number of Units, being approximately 110%.

However, on the basis that all 497,185,362 Rights Units are fully subscribed for and assuming that none of the Warrants are exercised immediately upon completion of the Rights cum Warrants Issue (“**Completion**”), the enlarged Unit capital of Saizen REIT immediately upon Completion will be 949,172,055 Units (the “**Enlarged Number of Units**”). The New Units to be issued in the event that the Warrants are completely exercised would therefore marginally exceed 50% of the Enlarged Number of Units, being approximately 52.4%.

**ANYONE WHO WISHES TO INVEST OR TRADE IN THE UNITS OF SAIZEN REIT SHOULD EXERCISE DUE CAUTION, AND SHOULD IN THE MEANTIME CONSULT THEIR FINANCIAL/LEGAL ADVISORS AND CONSIDER THE INFORMATION AND RECOMMENDATIONS OF THE DIRECTORS, TO BE SET OUT IN A CIRCULAR THAT WILL BE ISSUED AT A LATER DATE**

BY ORDER OF THE BOARD OF DIRECTORS

Chang Sean Pey (Mr.)  
Chief Executive Officer

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

18 March 2009

**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. 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 is not necessarily indicative of the future performance of Saizen REIT.