

**CIRCULAR DATED 28 SEPTEMBER 2012**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained, in this Circular. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your units in Saizen Real Estate Investment Trust (“**Saizen REIT**” and units in Saizen REIT, “**Units**”), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



**SAIZEN REAL ESTATE INVESTMENT TRUST**

(Constituted in the Republic of Singapore  
pursuant to a trust deed dated 27 September 2007 (as amended))

MANAGED BY

**JAPAN RESIDENTIAL ASSETS MANAGER LIMITED**

**CIRCULAR TO UNITHOLDERS  
IN RELATION TO:**

**THE PROPOSED RENEWAL OF THE UNIT BUY-BACK MANDATE**

**IMPORTANT DATES AND TIMES FOR UNITHOLDERS**

Last date and time for lodgement of Proxy Forms	:	Monday, 15 October 2012 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	Wednesday, 17 October 2012 at 11.00 a.m. (or such time following the conclusion or adjournment of the Annual General Meeting of Saizen REIT to be held at 10.00 a.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	Marina Mandarin Singapore Vanda Ballroom, Level 5 6 Raffles Boulevard Marina Square Singapore 039594

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## CORPORATE INFORMATION

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<b>Directors of Japan Residential Assets Manager Limited (the manager of Saizen REIT, the “Manager”)</b>	:	Mr Arnold Ip Tin Chee (Chairman and Executive Director) Mr Chang Sean Pey (Executive Director and Co-Chief Executive Officer) Mr Raymond Wong Kin Jeon (Executive Director) Mr Soh Yew Hock (Lead Independent Non-Executive Director) Mr Dennis Lam Siu Sun (Independent Non-Executive Director) Mr Harold Sun Dai Hoe (Independent Non-Executive Director) Mr Kin Chan (Non-Executive Director) Ms Angie Li Yick Yee (Non-Executive Director)
<b>Registered Office of the Manager</b>	:	3 Anson Road #34-01 Springleaf Tower Singapore 079909
<b>Trustee of Saizen REIT (the “Trustee”)</b>	:	HSBC Institutional Trust Services (Singapore) Limited 21 Collyer Quay #10-02 HSBC Building Singapore 049320
<b>Legal Adviser for the Proposed Trust Deed Amendment and Unit Buy-Back Mandate</b>	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
<b>Unit Registrar and Unit Transfer Office</b>	:	Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623

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## GLOSSARY

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In this Circular, the following definitions apply throughout unless otherwise stated:

<b>2012 AGM</b>	:	The forthcoming AGM to be held at Marina Mandarin Singapore, Vanda Ballroom, Level 5, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 17 October 2012 at 10.00 a.m.
<b>AGM</b>	:	Annual General Meeting of Unitholders
<b>August 2012 EGM</b>	:	The EGM held on 24 August 2012
<b>Average Closing Market Price</b>	:	Has the meaning ascribed to it in Paragraph 2.3.4 of this Circular
<b>Board</b>	:	The board of Directors of the Manager
<b>Code</b>	:	Singapore Code on Take-overs and Mergers
<b>Companies Act</b>	:	Companies Act, Chapter 50 of Singapore
<b>day of the making of the offer</b>	:	Has the meaning ascribed to it in Paragraph 2.3.4 of this Circular
<b>Deposited Property</b>	:	Has the meaning ascribed to it in the Trust Deed
<b>Directors</b>	:	Directors of the Manager
<b>DPU</b>	:	Distribution per Unit
<b>EGM</b>	:	The Extraordinary General Meeting to be held at Marina Mandarin Singapore, Vanda Ballroom, Level 5, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 17 October 2012 at 11.00 a.m. (or such time following the conclusion or adjournment of the 2012 AGM to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the resolution set out in the Notice of EGM, which is set out on pages C-1 to C-3 of this Circular
<b>Highest Last Dealt Price</b>	:	Has the meaning ascribed to it in Paragraph 2.3.4 of this Circular
<b>JPY</b>	:	Japanese yen
<b>Latest Practicable Date</b>	:	Has the meaning ascribed to it in Paragraph 2.2 of this Circular
<b>Listing Manual</b>	:	The Listing Manual of the SGX-ST

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## GLOSSARY

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<b>Mandate Duration</b>	:	The period commencing from the date on which the EGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates:  (a) the date on which the next AGM is held;  (b) the date by which the next AGM is required by law or the provisions of the Trust Deed to be held; or  (c) the date on which the purchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated
<b>Market Day</b>	:	A day on which the SGX-ST is open for trading in securities
<b>Market Purchase</b>	:	Has the meaning ascribed to it in Paragraph 2.3.3 of this Circular
<b>Maximum Price</b>	:	Has the meaning ascribed to it in Paragraph 2.3.4 of this Circular
<b>Off-Market Purchase</b>	:	Has the meaning ascribed to it in Paragraph 2.3.3 of this Circular
<b>Ordinary resolution</b>	:	Means a resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
<b>SGX-ST</b>	:	Singapore Exchange Securities Trading Limited
<b>Substantial Unitholder</b>	:	A Unitholder with an interest in one or more Units constituting not less than 5.0% of all Units in issue
<b>Saizen REIT</b>	:	Saizen Real Estate Investment Trust
<b>Trust Deed</b>	:	The trust deed dated 27 September 2007, constituting Saizen REIT (as amended)
<b>Manager</b>	:	Japan Residential Assets Manager Limited
<b>Unit</b>	:	A unit representing an undivided interest in Saizen REIT
<b>Unit Buy-Back Mandate</b>	:	The proposed mandate to be given to the Manager to exercise its powers to procure the purchase or otherwise acquire Units without the prior specific approval of Unitholders in a general meeting within the Mandate Duration
<b>Unitholders</b>	:	Unitholders of Saizen REIT
<b>S\$ and cents</b>	:	Singapore dollars and cents
<b>%</b>	:	Per centum or percentage

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## GLOSSARY

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The terms “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Where applicable, figures and percentages are rounded to one decimal place.

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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### JAPAN RESIDENTIAL ASSETS MANAGER LIMITED

(as manager of Saizen Real Estate Investment Trust)

#### Directors of the Manager

Mr Arnold Ip Tin Chee (Chairman and Executive Director)  
Mr Chang Sean Pey (Executive Director and Co-Chief Executive Officer)  
Mr Raymond Wong Kin Jeon (Executive Director)  
Mr Soh Yew Hock (Lead Independent Non-Executive Director)  
Mr Dennis Lam Siu Sun (Independent Non-Executive Director)  
Mr Harold Sun Dai Hoe (Independent Non-Executive Director)  
Mr Kin Chan (Non-Executive Director)  
Ms Angie Li Yick Yee (Non-Executive Director)

#### Registered Office

3 Anson Road  
#34-01  
Springleaf Tower  
Singapore 079909

To: Unitholders of Saizen Real Estate Investment Trust

28 September 2012

Dear Sir/Madam

#### 1. SUMMARY OF APPROVAL SOUGHT

The Manager is seeking the approval of Unitholders for the following:

**Resolution 1: The Proposed Renewal of the Unit Buy-Back Mandate (Ordinary Resolution).**

#### 2. THE PROPOSED RENEWAL OF THE UNIT BUY-BACK MANDATE

##### 2.1 Background

The Manager's existing mandate to exercise its powers to procure the purchase of Units without the prior specific approval of Unitholders in a general meeting for and on behalf of Saizen REIT (the "**Unit Buy-Back Mandate**") was first approved by Unitholders at the August 2012 EGM. The Unit Buy-Back Mandate approved at the August 2012 EGM will expire on 17 October 2012, being the date of the forthcoming 2012 AGM.

In this regard, approval will be sought from Unitholders at the EGM immediately following the 2012 AGM for the renewal of the Unit Buy-Back Mandate. If approved by Unitholders at the EGM, the authority conferred by the Unit Buy-Back Mandate will take effect and continue in force for the duration of such authority as set out in Paragraph 2.3.2 of this Circular.

Notwithstanding the adoption of Resolution 1, the prior specific approval of Unitholders by way of an Ordinary Resolution will be required for each annual renewal of the Unit Buy-Back Mandate.

##### 2.2 Rationale for the Unit Buy-Back Mandate

The approval of the Unit Buy-Back Mandate authorising the Manager to purchase Units would give the Manager the flexibility to undertake Unit buy-backs of up to the 10.0% limit described in Paragraph 2.3.1 below at any time, during the Mandate Duration.



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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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The rationale for the Manager to undertake the purchase of the Units is as follows:

- (a) the Unit Buy-Back Mandate will help mitigate short-term market volatility, off-set the effects of short-term speculative trading of the Units and instill market confidence in the Units; and
- (b) the Unit Buy-Back Mandate is a flexible and cost-effective tool of capital management by which to improve return on equity for Unitholders and/or the net asset value per Unit.

While the Unit Buy-Back Mandate would authorise Unit buy-backs of up to the said 10.0% limit during the Mandate Duration, Unitholders should note that Unit buy-backs may not necessarily be carried out to the full 10.0% limit as permitted under the Trust Deed and all applicable laws and regulations and as authorised by Unitholders and the Unit buy-backs will be made only when the Manager considers it to be in the best interests of Saizen REIT and/or Unitholders and in circumstances which the Manager believes will not result in any material adverse effect on the financial position of Saizen REIT, or result in Saizen REIT being delisted from the SGX-ST.

The Manager will use its best efforts to ensure that after a purchase of Units pursuant to the Unit Buy-Back Mandate, the number of Units remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of Units on the SGX-ST.

Rule 723 of the Listing Manual requires Saizen REIT to ensure that at least 10.0% of its Units are held by the public (the “**Public Float**”). As at 21 September 2012, being the latest practicable date prior to the printing of this Circular (the “**Latest Practicable Date**”), the Public Float was 81.2% and accordingly, the orderly trading and the listing status of the Units on the SGX-ST is not likely to be affected by Unitholders’ grant of the Unit Buy-Back Mandate and purchases of Units thereunder.

### 2.3 Authority and Limits on the Unit Buy-Back Mandate

The authority and limits placed on purchases of Units by the Manager under the Unit Buy-Back Mandate are summarised below:

#### 2.3.1 Maximum Limit

The total number of Units which may be purchased pursuant to the Unit Buy-Back Mandate is limited to that number of Units representing not more than 10.0% of the total number of issued Units as at the date of the EGM when such Unit Buy-Back Mandate is approved by Unitholders.

**For illustrative purposes only:** on the basis of 1,424,383,795 Units in issue as at the Latest Practicable Date and assuming no further Units are issued on or prior to the EGM at which the Unit Buy-Back Mandate is approved and before the expiry of the Mandate Duration, not more than 142,438,379 Units (representing 10.0% of the issued Units) may be purchased by the Manager pursuant to the Unit Buy-Back Mandate during the Mandate Duration.

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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### 2.3.2 Duration of Authority

The Unit Buy-Back Mandate, if approved by Unitholders, will be in force from the period commencing from the date on which the EGM is held and the Unit Buy-Back Mandate is approved and will expire on the earliest of the following dates:

- (a) the date on which the next AGM is held;
- (b) the date by which the next AGM is required by law or the provisions of the Trust Deed to be held; or
- (c) the date on which the purchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated.

Under the Trust Deed and the prevailing laws and regulations of Singapore, Saizen REIT is required to convene annual general meetings once in every calendar year and not more than fifteen (15) months after the holding of the last preceding general meeting. Depending on the manner in which Saizen REIT is able to fully carry out the Unit Buy-Back Mandate, the Mandate Duration may therefore be more than one (1) calendar or financial year.

The authority conferred on the Manager under the Unit Buy-Back Mandate to purchase Units may be renewed at the next annual general meeting of Unitholders. When seeking the approval of the Unitholders for any subsequent Unit Buy-Back Mandate, the Manager shall disclose details of each Unit buy-back made during the Mandate Duration in respect of the Unit Buy-Back Mandate immediately preceding such Unit Buy-Back Mandate being sought, including the total number of Units purchased, the purchase price per Unit or the highest and lowest prices paid for such purchases of Units, where relevant, and the total consideration paid for such purchases.

### 2.3.3 Manner of Purchase

Purchases of Units may be made on the SGX-ST (each a “**Market Purchase**”) and/or otherwise than on the SGX-ST in accordance with an equal access scheme (each an “**Off-Market Purchase**”).

Market Purchases refer to on-market purchases of Units by the Manager, transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers appointed by the Manager for this purpose in accordance with all applicable laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual, as any of them may for the time being be applicable.

Off-Market Purchases refer to purchases of Units by the Manager made under an equal access scheme(s) for the purchase of Units from Unitholders. The Directors may impose such terms and conditions, which are not inconsistent with the Unit Buy-Back Mandate and the Trust Deed, as they consider fit in the interests of Saizen REIT in connection with or in relation to an equal access scheme(s).

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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Under Clause 7A of the Trust Deed, an equal access scheme must satisfy all the following conditions:

- (a) the offers under the scheme are to be made to every person who holds Units to purchase or acquire the same percentage of their Units;
- (b) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same except that there shall be disregarded:
  - (i) differences in consideration attributable to the fact that the offers relate to Units with different accrued distribution entitlements;
  - (ii) differences in consideration attributable to the fact that the offers relate to Units with different amounts remaining unpaid; and
  - (iii) differences in the offers introduced solely to ensure that each Unitholder is left with a whole number of Units.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Manager must issue an offer document to all Unitholders which must contain at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed Unit purchase;
- (4) the consequences, if any, of Unit purchases by the Manager that will arise under the Code or other applicable take-over rules;
- (5) whether the Unit purchase, if made, would have any effect on the listing of the Units on the SGX-ST; and
- (6) details of any Unit purchases made by the Manager in the previous 12 months (whether through Market Purchases or Off-Market Purchases), giving the total number of Units purchased, the purchase price per Unit or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases.

### **2.3.4 Purchase Price**

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Units will be determined by the Directors.

However, the purchase price must not exceed:

- (a) in the case of a Market Purchase, 105.0% of the Average Closing Market Price (as defined herein); and

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Highest Last Dealt Price (as defined herein),

(the “**Maximum Price**”), in either case, excluding related expenses of the purchase.

For the above purposes:

“**Average Closing Market Price**” means the average of the closing market prices of a Unit over the last five (5) Market Days, on which transactions in Units were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period in accordance with Rule 884 of the Listing Manual;

“**Highest Last Dealt Price**” means the highest price transacted for a Unit as recorded on the Market Day on which there were trades in the Units immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

“**day of the making of the offer**” means the day on which the Manager announces its intention to make an offer for the purchase of Units from Unitholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

### 2.4 Status of Purchased Units

Under Clause 7A of the Trust Deed, a Unit purchased by way of a Unit buy-back shall be deemed cancelled immediately on purchase (and all rights and privileges attached to the Unit will expire on such cancellation).

### 2.5 Reporting Requirements

The Listing Manual specifies that an issuer shall notify the SGX-ST of all purchases of its shares not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

The notification of any such purchases of Units to the SGX-ST (in the form of an announcement on the SGXNET) shall be in such form and shall include such details as the SGX-ST may prescribe.

The Manager shall make arrangements with the appointed stockbrokers and/or custodians to ensure that they provide the Manager in a timely fashion the necessary information which will enable the Manager to make the notifications to the SGX-ST.

### 2.6 Sources of Funds

The Manager may only apply funds for the purchase of Units as provided in the Trust Deed and in accordance with the applicable laws and regulations in Singapore. The Manager may not purchase Units of Saizen REIT for a consideration other than in cash.

The Manager intends to use Saizen REIT’s internal sources of funds (which may comprise capital and/or profits of Saizen REIT, including any proceeds from the exercise of warrants issued by Saizen REIT) to finance the Manager’s purchase of Units on behalf of Saizen

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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REIT, pursuant to the Unit Buy-Back Mandate. Each time the Manager effects the purchase of Units on behalf of Saizen REIT, pursuant to the Unit Buy-Back Mandate and in accordance with a resolution passed by the Board, at least two Directors of the Manager will confirm that:

- (a) Saizen REIT is able to pay its debts in full at the time of any purchase of Units and will be able to pay its debts as they fall due in the normal course of business during the period 12 months immediately following the date of any purchase of Units; and
- (b) the value of Saizen REIT's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the proposed purchase of Units, become less than the value of its liabilities (including contingent liabilities).

### 2.7 Financial Effects

It is not possible for the Manager to calculate realistically or quantify the impact of purchases of Units that may be made pursuant to the Unit Buy-Back Mandate on the net asset value per Unit and DPU as the resultant effect would depend on, *inter alia*, the aggregate number of Units purchased, whether the purchase is made out of capital or profits and the purchase prices paid for such Units.

Saizen REIT's total number of issued Units will be diminished by the total number of Units purchased by way of a Unit buy-back as such Units will be cancelled.

As with companies governed by the Companies Act, purchases of Units by the Manager may be made out of Saizen REIT's capital or profits so long as Saizen REIT is solvent. Where the consideration paid by Saizen REIT for the purchase by way of a Unit buy-back is made out of profits, such consideration (excluding related expenses) will correspondingly reduce the amount available for distribution by Saizen REIT.

The Manager does not propose to exercise the Unit Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of Saizen REIT. The purchase of Units will only be effected after considering relevant factors such as the working capital requirements, availability of financial resources and the expansion and investment plans of Saizen REIT, as well as prevailing market conditions. The Unit Buy-Back Mandate will be exercised with a view to enhance the DPU and/or the net asset value per Unit and will only be effected if the Manager is satisfied on reasonable grounds that, for the purposes of any purchases of Units, Saizen REIT is solvent.

**For illustrative purposes only:** the financial effects of the Unit Buy-Back Mandate on Saizen REIT are based on the audited financial statements of Saizen REIT for the financial year ended 30 June 2012 ("**FY12 Accounts**") and on the assumptions set out below:

- (a) based on 1,424,383,795 Units in issue as at the Latest Practicable Date and assuming no further Units are issued on or prior to the EGM at which the Unit Buy-Back Mandate is approved and before the expiry of the Mandate Duration, not more than 142,438,379 Units (representing 10.0% of the issued Units as at the Latest Practicable Date) may be purchased by the Manager pursuant to the Unit Buy-Back Mandate;
- (b) that purchases of Units are made to the extent as aforesaid;
- (c) the Unit Buy-Back Mandate had been effective on 1 July 2011;

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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- (d) the distribution for the six months ended 31 December 2011 was S\$0.0061 per Unit and for the six months ended 30 June 2012 was S\$0.0063 per Unit;
- (e) the Manager had purchased the Units on the last day of the financial year with cash retained for the year;
- (f) Units purchased on the last day of the financial year are included in computing the pro forma financial effects of the financial year; and
- (g) incentive fees, where applicable, are waived.

Assuming that the Manager purchases 142,438,379 Units at the Maximum Price, the maximum amount of funds required is approximately:

- (i) in the case of Market Purchases, S\$24,428,182, based on S\$0.1715 for each Unit (being 105.0% of the Average Closing Price of a Unit immediately preceding the Latest Practicable Date); and
- (ii) in the case of an Off-Market Purchase, S\$28,031,873, based on S\$0.1968 for each Unit (being 120.0% of the Highest Last Dealt Price of a Unit immediately preceding the Latest Practicable Date).

Based on the FY12 Accounts, after the requisite deductions of cash amounts earmarked for the repayment of borrowings as at 30 June 2012 which are due within one year, the payment of expenses payable as at 30 June 2012 and the payment of distribution for the six months ended 30 June 2012, the cash resources available for the Manager to undertake Unit buy-backs is approximately JPY 3,752,466,000, or S\$59,944,000 (based on an exchange rate of JPY 62.6 : S\$1.00 as at 30 June 2012, which is used throughout this Circular unless stated otherwise). Accordingly, the Manager will be able to purchase, for the duration of the Unit Buy-Back Mandate, approximately up to:

- (i) 142,438,379 Units, in the case of Market Purchases, representing approximately 10.0% of the total number of issued Units as at the Latest Practicable Date; and
- (ii) 142,438,379 Units, in the case of Off-Market Purchases, representing approximately 10.0% of the total number of issued Units as at the Latest Practicable Date.

On the basis of the above, the financial effects of the purchase of such Units by the Manager on the FY12 Accounts would be as set out in **Appendices A and B** of this Circular.

**Unitholders should note that the financial effects set out above are purely for illustrative purposes only. Although the Unit Buy-Back Mandate would authorise the Manager to purchase up to 10.0% of the total number of issued Units, the Manager may not necessarily purchase or be able to purchase the entire 10.0% of the total number of issued Units at any time while the Unit Buy-Back Mandate is valid.**

### 2.8 Taxation

Unitholders who are in doubt as to their respective tax positions or the tax implications of Unit purchases by the Manager, or, who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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### 2.9 Take-over Implications

The circumstances under which Unitholders and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Code after a purchase of Units by the Manager are set out in Appendix 2 of the Code. The take-over implications which may arise from any purchase by the Manager of Units by way of a Unit buy-back are set out below.

#### 2.9.1 Obligation to make a Take-over Offer

If, as a result of any purchase by the Manager of the Units, the proportionate interest in the voting rights of a Unitholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Code. Consequently, a Unitholder or a group of Unitholders acting in concert could obtain or consolidate effective control of Saizen REIT and become obliged to make an offer under Rule 14 of the Code.

#### 2.9.2 Persons Acting in Concert

Applying the Code to Saizen REIT, to the extent possible, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of Units (or otherwise), to obtain or consolidate effective control of Saizen REIT.

Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert, namely:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all those funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of the foregoing, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and



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- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and entities, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20.0% but not more than 50.0% of the voting rights of a company will be regarded as an “associated company”.

### **2.9.3 Effect of Rule 14 and Appendix 2**

In general terms, the effect of Rule 14 and Appendix 2 of the Code is that, unless exempted, Unitholders and/or persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Manager purchasing Units by way of a Unit buy-back, the voting rights of such Unitholders and/or their concert parties would increase to 30.0% or more, or in the event that such Unitholders and/or their concert parties hold between 30.0% and 50.0% of the voting rights in Saizen REIT, if the voting rights of such Unitholders and/or their concert parties would increase by more than one (1.0)% in any period of six (6) months.

Under Appendix 2 of the Code, a Unitholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Manager purchasing Units by way of a Unit buy-back, the voting rights of such Unitholder would increase to 30.0% or more, or, if such Unitholder holds between 30.0% and 50.0% of the voting rights in Saizen REIT, the voting rights of such Unitholder would increase by more than one (1.0)% in any period of six (6) months. Such Unitholder need not abstain from voting in respect of the resolution authorising the Unit Buy-Back Mandate.

### **2.9.4 Voting rights of Directors and Substantial Unitholders**

The Manager is not aware of any Director or Substantial Unitholder holding between 30.0% and 50.0% of the voting rights of Saizen REIT or such number of Units which voting rights could increase to 30.0% or more of the Saizen REIT’s voting rights as the result of purchases of Units by the Manager pursuant to the Unit Buy-Back Mandate.

**Unitholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Unit purchases by the Manager.**

### **2.10 Units Purchased by the Manager**

As at the Latest Practicable Date, the Manager had not purchased any Units pursuant to the Unit Buy-Back Mandate approved by Unitholders at the August 2012 EGM.

### **2.11 Unitholders’ Approval**

In view of the foregoing, the Manager is seeking Unitholders’ approval to authorise the Manager to procure the purchase of Units on the terms and conditions set out in Paragraph 2 of this Circular and in accordance with all applicable laws and regulations, including but not limited to the provisions of the Trust Deed and the Listing Manual.



## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

### 3. DIRECTORS' AND SUBSTANTIAL UNITHOLDERS' INTEREST

Based on the register of Director's unitholdings and the register of Substantial Unitholders, as at the Latest Practicable Date, and as at the date of the EGM (on the assumption that their voting rights will not change between the Latest Practicable Date and the date of the EGM), the direct and deemed interests and voting rights of the Directors and the Substantial Unitholders before and after the Market Purchases of Units pursuant to the Unit Buy-Back Mandate, assuming (i) the Manager purchases the maximum amount of 10.0% of the total number of issued Units pursuant to the Unit Buy-Back Mandate and (ii) there is no change in the number of Units held by the Directors and the Substantial Unitholders or which they are deemed interested in, will be as follows:

	Direct Interest	Deemed Interest	Total Interest	% Interest Before Unit Buy-Back <sup>(1)</sup>	% Interest After Unit Buy-Back <sup>(2)</sup>
<b>Director</b>					
Mr Arnold Ip Tin Chee <sup>(3)</sup>	—	13,344,939	13,344,939	0.94	1.04
Mr Chang Sean Pey	3,650,000	—	3,650,000	0.26	0.28
Mr Raymond Wong Kin Jeon <sup>(4)</sup>	—	24,909,390	24,909,390	1.75	1.94
Mr Soh Yew Hock	—	—	—	—	—
Mr Dennis Lam Siu Sun <sup>(5)</sup>	—	601,600	601,600	0.04	0.05
Mr Harold Sun Dai Hoe	—	—	—	—	—
Mr Kin Chan <sup>(6)</sup>	—	185,041,217	185,041,217	12.99	14.43
Ms Angie Li Yick Yee <sup>(7)</sup>	—	489,071	489,071	0.03	0.04
<b>Substantial Unitholder</b>					
ASM Hudson River Fund ("ASMHRF") <sup>(8)</sup>	—	45,685,387	45,685,387	3.21	3.56
ASM Asia Recovery (Master) Fund ("ASMARMF") <sup>(9)</sup>	—	135,979,525	135,979,525	9.55	10.61
ASM Asia Recovery Fund ("ASMARF") <sup>(10)</sup>	—	135,979,525	135,979,525	9.55	10.61
ASM Co-Investment Opportunity Trust I LP ("ASMCOPT") <sup>(11)</sup>	—	956,000	956,000	0.07	0.07
ASM General Partner I Limited ("ASMGP") <sup>(12)</sup>	—	956,000	956,000	0.07	0.07
Argyle Street Management Ltd ("ASML") <sup>(13)</sup>	—	182,620,912	182,620,912	12.82	14.25
Argyle Street Management Holdings Ltd ("ASMHL") <sup>(14)</sup>	—	182,620,912	182,620,912	12.82	14.25
Mr Yeh V-Nee <sup>(15)</sup>	—	222,848,352	222,848,352	15.65	17.38
Mr Kin Chan <sup>(6)</sup>	—	185,041,217	185,041,217	12.99	14.43

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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### **Notes:**

- (1) *The percentage interest is based on the 1,424,383,795 Units in issue as at the Latest Practicable Date;*
- (2) *Based on the 1,424,383,795 Units in issue as at the Latest Practicable Date and the following assumptions:*
  - (a) *no further Units are issued on or prior to the EGM at which the Unit Buy-Back Mandate is approved;*
  - (b) *142,438,379 Units (representing 10.0% of the issued Units as at the Latest Practicable Date) were purchased by the Manager pursuant to the Unit Buy-Back Mandate; and*
  - (c) *all the 142,438,379 Units purchased under the Unit Buy-Back Mandate were cancelled and accordingly, 1,281,945,416 Units remain in issue after such purchase of Units by the Manager;*
- (3) *Mr Arnold Ip Tin Chee is deemed to be interested in (i) 3,788,855 Units held by the Manager, (ii) 3,114,959 Units held by Altus Investment Limited (“AIL”), (iii) 361,900 Units and 4,901,000 Units held by UOB Kay Hian Pte Ltd (“UOBKH”) and Kim Eng Securities Pte Ltd respectively, for Starich Resources Limited (“SRL”); and (iv) 678,225 Units held by UOBKH as depository agent for SRL (holding for Greenery Limited). AIL, SRL and Greenery Limited are 80% indirectly owned by a trust being The General Trust Company Limited, of which Mr Ip is one of the beneficiaries. Mr Ip is also deemed to be interested in 500,000 Units held by his spouse;*
- (4) *Mr Raymond Wong Kin Jeon is deemed to be interested in (i) 4,507,200 Units held by HSBC (Singapore) Nominees Pte Ltd in favour of Credit Suisse Hong Kong for Mr Wong; (ii) 320,000 Units held by Citibank Nominees Singapore Pte Ltd for Mr Wong; (iii) 12,847,305 Units held by HSBC (Singapore) Nominees Pte. Ltd. in favour of Credit Suisse Zurich for Beagle Capital Limited, of which Mr Wong has a controlling interest. Mr Wong is also deemed to be interested in 7,234,885 Units held by his spouse;*
- (5) *Mr Dennis Lam Siu Sun is deemed to be interested in 601,600 Units held by UOB Kay Hian Pte Ltd for Somerset Holdings Limited, of which Mr Lam has a controlling interest;*
- (6) *Mr Kin Chan is the beneficial holder of more than 20% of the issued share capital of ASMHL. Pursuant to the Companies Act, Mr Chan is deemed to be interested in 182,620,912 Units which ASMHL is deemed to be interested in. See note 14 below. Mr Chan is also deemed to be interested in 2,420,305 Units held by his spouse;*
- (7) *Ms Angie Li Yick Yee is deemed to be interested in 489,071 Units held by UOB Kay Hian Pte Ltd for Ms Li;*
- (8) *ASMHRF is deemed to be interested in 45,685,387 Units held by HSBC (Singapore) Nominees Pte Ltd for ASMHRF;*
- (9) *ASMARMF is deemed to be interested in 135,979,525 Units held by HSBC (Singapore) Nominees Pte Ltd for ASMARMF;*
- (10) *ASMARF is the beneficial holder of more than 50% of the issued share capital of ASMARMF. Pursuant to the Companies Act, ASMARF is deemed to be interested in the underlying Units held directly or indirectly by ASMARMF;*
- (11) *ASMCOPT is deemed to be interested in 956,000 Units held by Citibank Nominees Singapore Pte Ltd for ASMCOPT;*
- (12) *ASMGP is the general partner of ASMCOPT. ASMGP manages, controls the operation and determines the policy with respect to ASMCOPT. Pursuant to the Companies Act, ASMGP is deemed to be interested in the underlying Units held directly or indirectly by ASMCOPT;*
- (13) *ASML is the beneficial holder of more than 20% of the voting shares of ASMHRF and ASMARF. ASMARF is the beneficial holder of more than 50% of the issued share capital of ASMARMF. ASML is also the fund manager of ASMCOPT. Accordingly, pursuant to the Companies Act, ASML is deemed to be interested in the underlying Units held directly or indirectly by ASMHRF, ASMARF, ASMARMF and ASMCOPT;*
- (14) *ASMHL is the beneficial holder of more than 50% of the voting shares of ASML and ASMGP. Pursuant to the Companies Act, ASMHL is deemed to be interested in 182,620,912 Units which ASML is deemed to be interested in. See note 13 above. ASMHL is also deemed to be interested in 956,000 Units which ASMGP is deemed to be interested in. See note 12 above; and*

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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(15) *Mr Yeh V-Nee is the beneficial holder of more than 20% of the issued share capital of ASMHL. Pursuant to the Companies Act, Mr Yeh is deemed to be interested in 182,620,912 Units which ASMHL is deemed to be interested in. See note 14 above. Mr Yeh is also deemed to be interested in (i) 16,300,944 Units held by HSBC (Singapore) Nominees Pte Ltd. in favour of Credit Suisse Zurich for Mr Yeh, (ii) 1,776,000 Units, 16,446,496 Units and 5,704,000 Units held by HSBC (Singapore) Nominees Pte Ltd in favour of Credit Suisse Singapore, BNP Paribas Nominees Singapore Pte Ltd and DB Nominees (Singapore) Pte Ltd respectively for HC Capital Limited, of which Mr Yeh is considered to be the beneficial holder of more than 20% of its issued share capital.*

Based on the above and save as described herein, none of the Directors nor Substantial Unitholders would be obliged, as at the Latest Practicable Date, to make a take-over offer (described in Paragraph 2.9.1 above).

#### **4. DIRECTORS' RECOMMENDATION**

The Directors have considered the relevant factors, including the rationale for the proposed renewal of the Unit Buy-Back Mandate as set out in Paragraph 2.2 above and recommend that Unitholders vote at the EGM in favour of the proposed renewal of the Unit Buy-Back Mandate at the EGM.

#### **5. EXTRAORDINARY GENERAL MEETING**

The EGM will be held at Marina Mandarin Singapore, Vanda Ballroom, Level 5, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 17 October 2012 at 11.00 a.m. (or such time following the conclusion or adjournment of the 2012 AGM to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the resolution set out in the Notice of EGM, which is set out on pages C1 to C3 of this Circular. The purpose of this Circular is to provide Unitholders with relevant information on the resolution in relation to the proposed renewal of the Unit Buy-Back Mandate. Approval by way of an Ordinary Resolution is required in respect of the renewal of the Unit Buy-Back Mandate.

A Depositor (as defined herein) shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Units entered against his name in the Depository Register (as defined herein), as certified by The Central Depository (Pte) Limited as at 48 hours before the EGM.

#### **6. ACTION TO BE TAKEN BY UNITHOLDERS**

Unitholders will find enclosed in this Circular the Notice of EGM and a Proxy Form.

If a Unitholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Manager's registered office at 3 Anson Road, #34-01 Springleaf Tower, Singapore 079909, not later than 11.00 a.m. on 15 October 2012, being 48 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Unitholder will not prevent him from attending and voting in person at the EGM if he so wishes.

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## LETTER TO UNITHOLDERS FROM THE BOARD OF THE MANAGER

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### 7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the Unit Buy-Back Mandate and Saizen REIT, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

Yours faithfully

JAPAN RESIDENTIAL ASSETS MANAGER LIMITED  
(as manager of Saizen Real Estate Investment Trust)  
Company Registration No. 200712125H

Mr Chang Sean Pey  
Executive Director and Co-Chief Executive Officer

**APPENDIX A – ILLUSTRATION OF FINANCIAL EFFECTS  
FROM MARKET PURCHASES OF UNITS<sup>(1)</sup>**

		Before Unit buy-back via Market Purchase	After Unit buy-back via Market Purchase
As at 30 June 2012		Per audited consolidated statements for financial year ended 30 June 2012	Pro forma financial effects on audited consolidated financial statements for financial year ended 30 June 2012
Net assets attributable to unitholders of Saizen REIT	JPY'000	27,173,473	25,644,269
Net assets	JPY'000	27,232,326	25,703,122
Current assets	JPY'000	5,529,175	3,999,971
Current liabilities	JPY'000	1,783,946	1,783,946
Working capital <sup>(2)</sup>	JPY'000	3,745,229	2,216,025
Cash and cash equivalents	JPY'000	5,461,377	3,932,173
Non-current assets	JPY'000	36,443,100	36,443,100
Total borrowings — current	JPY'000	578,302	578,302
Total borrowings — non-current	JPY'000	12,601,691	12,601,691
Derivative financial instruments — non-current liabilities	JPY'000	322,646	322,646
No. of Units in issue	'000 Units	1,424,384	1,281,945
Weighted average no. of Units in issue	'000 Units	1,256,459	1,256,069
<b>Financial ratio</b>			
Net asset value per Unit	JPY	19.08	20.00
	S\$	0.30	0.32
Gearing ratio	%	31.4	32.6
Basic earnings per Unit	JPY	0.93	0.93
	Singapore cents	1.49	1.49
Distribution per Unit	Singapore cents	1.24	1.31

**Note:**

- (1) Based on Unit price of S\$0.1715 and on the basis that 142,438,379 Units are purchased via Market Purchases and all Units purchased are cancelled.

**APPENDIX B – ILLUSTRATION OF FINANCIAL EFFECTS  
FROM OFF-MARKET PURCHASES OF UNITS<sup>(1)</sup>**

		<b>Before Unit buy-back via Off-Market Purchase</b>	<b>After Unit buy-back via Off-Market Purchase</b>
		<b>Per audited consolidated statements for financial year ended 30 June 2012</b>	<b>Pro forma financial effects on audited consolidated financial statements for financial year ended 30 June 2012</b>
<b>As at 30 June 2012</b>			
Net assets attributable to unitholders of Saizen REIT	JPY'000	27,173,473	25,418,678
Net assets	JPY'000	27,232,326	25,477,380
Current assets	JPY'000	5,529,175	3,774,380
Current liabilities	JPY'000	1,783,946	1,783,946
Working capital <sup>(2)</sup>	JPY'000	3,745,229	1,990,434
Cash and cash equivalents	JPY'000	5,461,377	3,706,582
Non-current assets	JPY'000	36,443,100	36,443,100
Total borrowings — current	JPY'000	578,302	578,302
Total borrowings — non-current	JPY'000	12,601,691	12,601,691
Derivative financial instruments – non-current liabilities	JPY'000	322,646	322,646
No. of Units in issue	'000 Units	1,424,384	1,281,945
Weighted average no. of Units in issue	'000 Units	1,256,459	1,256,069
<b>Financial ratio</b>			
Net asset value per Unit	JPY	19.08	19.83
	S\$	0.30	0.32
Gearing ratio	%	31.4	32.8
Basic earnings per Unit	JPY	0.93	0.93
	Singapore cents	1.49	1.49
Distribution per Unit	Singapore cents	1.24	1.31

**Note:**

(1) Based on Unit price of S\$0.1968 and on the basis that 142,438,379 Units are purchased via Off-Market Purchases and all Units purchased are cancelled.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### SAIZEN REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted under the laws of the Republic of Singapore pursuant to a trust deed dated 27 September 2007 (as amended))

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an EXTRAORDINARY GENERAL MEETING (the “**EGM**”) of Saizen Real Estate Investment Trust (“**Saizen REIT**”) will be held at Marina Mandarin Singapore, Vanda Ballroom, Level 5, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 17 October 2012 at 11.00 a.m. (or such time following the conclusion or adjournment of the Annual General Meeting of unitholders of Saizen REIT (“**Unitholders**”) to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

#### 1. THE PROPOSED RENEWAL OF THE MANDATE TO BE GIVEN TO THE MANAGER TO EXERCISE ITS POWERS TO PROCURE THE PURCHASE OF UNITS

That:

- (a) the exercise by the Manager of all the powers of Saizen REIT to purchase or otherwise acquire units of Saizen REIT (“**Units**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) market purchases (each a “**Market Purchase**”) on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and/or
  - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme (as defined in the Trust Deed) as may be determined or formulated by the Manager as it considers fit, which scheme shall satisfy all the conditions prescribed in accordance with the Trust Deed,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Unit Buy-Back Mandate**”);

- (b) unless varied or revoked by Unitholders in a general meeting, the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time during the Mandate Duration (as hereafter defined); and
- (c) the Manager, any director of the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Saizen REIT to give effect to the transactions contemplated and/or authorised by this Resolution.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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In this Resolution:

**“Maximum Limit”** means that the number of Units representing not more than 10.0% of the total number of issued Units of Saizen REIT as at the date of the passing of this Resolution;

**“Mandate Duration”** means the period commencing from the date on which the EGM is held and this Resolution is passed, and expiring on:

- (a) the date on which the next annual general meeting of Unitholders is held;
- (b) the date by which the next annual general meeting of Unitholders is required by law or the provisions of the Trust Deed to be held; or
- (c) the date on which the purchases of Units by the Manager pursuant to the Unit Buy-back Mandate are carried out to the full extent mandated,

whichever is earlier;

**“Maximum Price”** in relation to a Unit to be purchased, means an amount (excluding related expenses of the purchase) not exceeding:

- (i) in the case of a Market Purchase: 105.0% of the Average Closing Market Price
- (ii) in the case of an off-Market Purchase: 120.0% of the Highest Last Dealt Price

where:

**“Average Closing Market Price”** means the average of the closing market prices of a Unit over the last five (5) Market Days<sup>1</sup>, on which transactions in Units were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period in accordance with Rule 884 of the Listing Manual of the SGX-ST;

**“Highest Last Dealt Price”** means the highest price transacted for a Unit as recorded on the Market Day on which there were trades in the Units immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

**“day of the making of the offer”** means the day on which the Manager announces its intention to make an offer for the purchase of Units from Unitholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

**(Resolution 1)**

BY ORDER OF THE BOARD

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

Mr Chang Sean Pey  
Executive Director and Co-Chief Executive Officer  
Singapore  
28 September 2012

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<sup>1</sup> **“Market Day”** means a day on which the SGX-ST is open for trading in securities.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**Notes:**

1. A Unitholder entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. A body corporate which is a Unitholder may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorised representative in accordance with its articles of association and section 179 of the Companies Act, Chapter 50 of Singapore.
2. Where a Unitholder appoints two proxies, he/she should specify the proportion of his/her Unitholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the Unitholding and the second named proxy shall be deemed to be an alternate to the first named.
3. The instrument appointing a proxy must be lodged at the Manager's registered office at 3 Anson Road, #34-01 Springleaf Tower, Singapore 079909 not later than **11.00 a.m. on 15 October 2012**, being 48 hours before the time fixed for the EGM.

**IMPORTANT: PLEASE READ NOTES TO PROXY FORM BELOW**

**Notes to Proxy Form:**

1. A Unitholder entitled to attend and vote at a meeting of Saizen REIT is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. A body corporate which is a Unitholder may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorised representative in accordance with its articles of association and section 179 of the Companies Act, Chapter 50 of Singapore.
2. Where a Unitholder appoints two proxies, he/she should specify the proportion of his/her Unitholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the Unitholding and the second named proxy shall be deemed to be an alternate to the first named.
3. Please insert the total number of Units you hold. If you have Units entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Units. If you have Units registered in your name in the Register of Unitholders, you should insert that number of Units. If you have Units entered against your name in the Depository Register and Units registered in your name in the register of Unitholders, you should insert the aggregate number of Units entered against your name in the Depository Register and registered in your name in the Register of Unitholders. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Units in Saizen REIT held by you.
4. The instrument appointing a proxy or proxies must be lodged at the Manager's registered office at 3 Anson Road, #34-01 Springleaf Tower, Singapore 079909, not less than 48 hours before the time set for the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Manager) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Manager shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Units entered in the Depository Register, the Manager may reject any instrument appointing a proxy or proxies lodged if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Manager.
8. All Unitholders will be bound by the outcome of the Extraordinary General Meeting regardless of whether they have attended or voted at the Extraordinary General Meeting.
9. At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by five or more Unitholders present in person or by proxy, or holding or representing one-tenth in value of the Units represented at the meeting. Unless a poll is so demanded, a declaration by the Chairman that such a resolution has been carried or carried unanimously or by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
10. On a show of hands, every Unitholder who (being an individual) is present in person or by proxy or (being a corporation) is present by one of its officers as its proxy shall have one vote. On a poll, every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he/she is the Unitholder. A person entitled to more than one vote need not use all his/her votes or cast them the same way.

## SAIZEN REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted under the laws of the Republic of Singapore pursuant to a trust deed dated 27 September 2007 (as amended))

### PROXY FORM EXTRAORDINARY GENERAL MEETING

#### IMPORTANT

1. For investors who have used their CPF money to buy Units in Saizen Real Estate Investment Trust, this circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Extraordinary General Meeting as observers must submit their requests through their CPF Approved Nominees in accordance with their instructions within the timeframe specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.
4. **PLEASE READ THE NOTES TO THE PROXY FORM.**

\*I/We of \_\_\_\_\_ of  
(Name and identification number)

\_\_\_\_\_  
(Address)

being a unitholder/unitholders of Saizen Real Estate Investment Trust ("Saizen REIT"), hereby appoint(s):

Name	Address	NRIC/Passport Number	Proportion of Unitholding (%)	
			No. of Units	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Unitholding (%)	
			No. of Units	%

as \*my/our proxy/proxies to vote for \*me/us on \*my/our behalf and, if necessary, to demand a poll at the Extraordinary General Meeting of Saizen REIT ("Extraordinary General Meeting") to be held at Marina Mandarin Singapore, Vanda Ballroom, Level 5, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Wednesday, 17 October 2012 at 11.00 a.m. (or such time following the conclusion or adjournment of the Annual General Meeting of Saizen REIT to be held at 10.00 a.m. on the same day and at the same place). \*I/We direct \*my/our proxy/proxies to vote for or against the resolution to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given, the \*proxy/proxies will vote or abstain from voting at \*his/her/their discretion, as \*he/she/they will on any other matter arising at the Extraordinary General Meeting.

	No. of Votes For **	No. of Votes Against **
<b>Ordinary Resolution</b> Approval for the proposed renewal of the Unit Buy-Back Mandate (Resolution 1)		

\* Delete where applicable.

\*\* If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

**Total number of Units held**

\_\_\_\_\_  
Signature(s) of Unitholder(s)/and, Common Seal of Corporate Unitholder

1<sup>st</sup> fold here

2<sup>nd</sup> fold here

**Japan Residential Assets Manager Limited**  
(as Manager of Saizen Real Estate Investment Trust)  
3 Anson Road #34-01  
Springleaf Tower  
Singapore 079909

Affix  
Postage  
Stamp

3<sup>rd</sup> fold here