

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))

PROPOSED RIGHTS CUM WARRANTS ISSUE AND SCRIP DIVIDEND SCHEME

Further to announcement no. 00132 and announcement no. 00046 made on 31 December 2008 and 13 January 2009 respectively in relation to the proposed rights cum warrants issue (the **"Rights cum Warrants Issue"**) and proposed scrip dividend scheme (the **"Scrip Dividend Scheme"**) of Saizen Real Estate Investment Trust (**"Saizen REIT"**), the board of directors (the **"Directors"**) of Japan Residential Assets Manager Limited (the manager of Saizen REIT) (the **"Manager"**) wishes to update the unitholders of Saizen REIT (**"Unitholders"**) on the status of the Rights cum Warrants Issue and the Scrip Dividend Scheme.

The Manager wishes to inform the Unitholders that Saizen REIT:

- 1) had on 17 December 2008 submitted an application to the Securities Industry Council (**"SIC"**) for a waiver (the **"Whitewash Waiver Application"**) of the obligation of Argyle Street Management Limited (**"ASM"**) and its concert parties to make a general offer in respect of Saizen REIT to be waived, in the event such obligations arise pursuant to the Rights cum Warrants Issue. The Manager is pleased to inform the Unitholders that, subject to certain conditions, clearance had been obtained from the SIC on 13 February 2009 in respect of the Whitewash Waiver Application;
- 2) has in relation to the Rights cum Warrants Issue, appointed Kim Eng Corporate Finance Pte. Ltd. as the independent financial advisor in respect of the whitewash resolution, further details of which will be set out in the circular to be despatched to the Unitholders at a later date;
- 3) is preparing to submit the additional listing applications (the **"Applications"**) to the Singapore Exchange Securities Trading Limited (**"SGX-ST"**), together with the circular, in relation to the Rights cum Warrants Issue and the Scrip Dividend Scheme; and
- 4) in light of the Scrip Dividend Scheme being proposed as a scrip-only dividend scheme, will, if necessary, submit an application to the SGX-ST seeking a waiver from Rule 862 (the **"Waiver"**) of the Listing Manual which states the conditions that an issuer has to comply with in the event that the issuer wishes to give shareholders an opportunity to elect for shares or cash for dividend.

The necessary announcements to update the Unitholders on the status of the Applications and the Waiver will be made in due course.

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 & Co. International plc and Credit Suisse (Singapore) Limited.

Clarifications

In addition, the Manager wishes to make the following clarifications in relation to the announcement no. 00132 made on 31 December 2008 in respect of the Rights cum Warrants Issue and its results announcement no. 00080 made on 13 February 2009:

1. Terms defined in the announcement no.00132 shall have the same meaning when used in the amended paragraph below unless otherwise defined herein. Amendments should be made to the first paragraph of paragraph 4.3 of the announcement in relation to the Commitment and Introduction Fee, as underlined and in bold:

“In consideration of the irrevocable undertakings as described in paragraphs 4.1 and 4.2 above (the “Irrevocable Undertakings”), if the Rights cum Warrants Issue proceeds, the Undertaking Unitholders **and the Undertaking Placees** shall be entitled to receive a fee of 7% (the “Commitment Fee”) of the value of the Maximum Number of Available Rights Units (as set out beside their names in Appendix I of this announcement), determined by multiplying such Maximum Number of Available Rights Units by the price per Rights Unit. In addition, ASM shall be entitled to an introduction fee of S\$560,000 (the “Introduction Fee”) for introducing and assisting in forming the group of Undertaking Unitholders and Undertaking Placees.”

2. On page 2 of the announcement no. 00080, the exchange rate reference/note to the net asset value per Unit of S\$1.04 should be “6” instead of “5”, which is based on S\$/JPY exchange rate of 62.7 as at 31 December 2008.

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 THE 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
16 February 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.