THIS ANNOUNCEMENT IS NOT AN OFFER FOR SALE OF THE SECURITIES REFERRED TO IN THIS ANNOUNCEMENT IN THE UNITED STATES. THE SECURITIES MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN EXEMPTION FROM REGISTRATION UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"). THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT. NO PUBLIC OFFERING OF THE SECURITIES IS BEING, OR WILL BE MADE IN THE UNITED STATES.



(Constituted in the Republic of Singapore pursuant to a trust deed dated 28 November 2005 (as amended))

## ANNOUNCEMENT

## **RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 10 NOVEMBER 2011**

Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the announcement dated 17 October 2011 (the "**Announcement**").

Further to the Announcement, the Manager is pleased to announce that at the EGM held today, both resolutions as set out in the Notice of EGM of K-REIT Asia dated 19 October 2011 have been duly passed. These resolutions relate to:

- (a) the Acquisition (Ordinary Resolution 1) the proposed acquisition of approximately 87.51% of the issued share capital of Ocean Properties Pte. Limited, which owns Ocean Financial Centre, from Straits Property Investments Pte Ltd (the "Vendor"), a wholly-owned subsidiary of Keppel Land Limited, on the terms and conditions set out in the conditional sale and purchase agreement (the "SPA") dated 17 October 2011 entered into between RBC Dexia Trust Services Singapore Limited, as trustee of K-REIT, the Vendor and Keppel Land Properties Pte Ltd, as the guarantor of the Vendor's obligations under the SPA; and
- (b) the Rights Issue (Ordinary Resolution 2) the proposed issue of Units pursuant to an underwritten<sup>1</sup> and renounceable rights issue based on the Rights Ratio of 17 Rights Units for every 20 existing Units held by Unitholders as at 5.00 p.m. on the Rights Issue Books Closure Date, being 16 November 2011, at the Rights Issue Price of S\$0.85 per Rights Unit.

BY ORDER OF THE BOARD K-REIT ASIA MANAGEMENT LIMITED (Company Registration No. 200411357K) as manager of K-REIT Asia

Choo Chin Teck / Jacqueline Ng Joint Company Secretaries Singapore 10 November 2011

<sup>1</sup> KCL and KLL have each provided an irrevocable undertaking to the Manager to subscribe for the Keppel Proportionate Rights Units which amount to an aggregate of approximately 76.4% of the total number of Rights Units. The Joint Managers and Underwriters are underwriting the Balance Rights Units, being the total number of Rights Units less the Keppel Proportionate Rights Units up to a maximum of 273,999,540 Rights Units, in equal proportions, severally and not jointly.

## **IMPORTANT NOTICE**

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States 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.

Any offering of Rights Units will be made in and accompanied by an offer information statement to be lodged with the Monetary Authority of Singapore (the "MAS") in relation to the Rights Issue (the "Offer Information Statement"). A potential investor should read the Offer Information Statement before deciding whether to subscribe for Rights Units under the Rights Issue. The Offer Information Statement may be accessed online at the website of the MAS at http://masnet.mas.gov.sg/opera/sdrprosp.nsf> when it is lodged with the MAS. The MAS assumes no responsibility for the contents of the Offer Information Statement. The availability of the Offer Information Statement on the MAS website does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory reguirements, have been complied with. The MAS has not, in any way, considered the investment merits of K-REIT Asia. This announcement is qualified in its entirety by, and should be read in conjunction with the full text of the Offer Information Statement when it is lodged with the MAS.

The value of Units and the income derived from them may fall as well as 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 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.

The past performance of K-REIT Asia is not necessarily indicative of the future performance of K-REIT Asia.