



## STARHILL GLOBAL REIT – ISSUE OF CPUs AND COMPLIANCE WITH DISCLOSURE REQUIREMENTS IN NOTE 2 OF SECTION 2 OF APPENDIX 1 OF THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

In an Extraordinary General Meeting held on 4 June 2010, the holders of units of Starhill Global REIT (“**Units**”, and the holders of Units, “**Unitholders**”) approved, *inter alia*, (i) the acquisitions by Starhill Global REIT of Starhill Gallery and Lot 10 Property from Mayban Trustees Berhad, as trustee of Starhill Real Estate Investment Trust (“**Starhill REIT**” and the trustee of Starhill REIT, the “**Vendor**”) (the “**Acquisitions**”) and (ii) a Whitewash Resolution (as defined below).

In connection with the Whitewash Resolution, the disclosures required under Note 2 of Section 2 of Appendix 1 of the Singapore Code on Take-overs and Mergers (the “**Code**”), are set out below:

- (a) the Unitholders approved a whitewash resolution waiving their rights to receive a mandatory offer made pursuant to Rule 14 of the Code from YTL Corporation Berhad (“**YTL**”) and parties acting in concert with YTL (the “**Concert Parties**”) for all the remaining issued Units not already owned or controlled by them, in the event that any of them incur a mandatory bid obligation under the Code as a result of:
  - (i) the Vendor and/or any one or more subsidiaries of Starhill REIT or other entities within the YTL Group (YTL and its subsidiaries) acquiring such number of Units issued pursuant to the conversion of convertible preferred units (“**CPUs**” and the Units issued pursuant to the conversion of CPUs, the “**Conversion Units**”); and
  - (ii) the receipt in Units of the acquisition fee (“**Acquisition Fee Units**”) in relation to the Acquisitions by YTL Starhill Global REIT Management Limited, the manager of Starhill Global REIT (the “**Manager**”), in its own capacity,(the “**Whitewash Resolution**”).

The Whitewash Resolution is subject to the acquisition of the CPUs and the payment of the Acquisition Fee Units being completed within 3 months of the date of approval of the Whitewash Resolution being 4 June 2010 and the acquisition of the Conversion Units upon the conversion of the CPUs being completed within five years of the date of the issue of the CPUs being 28 June 2010;

- (b) as at 25 October 2011 (the “**Latest Practicable Date**”), YTL and the Concert Parties hold in aggregate:
  - (i) 570,777,885 Units representing 29.38% of voting rights in Starhill Global REIT<sup>(1)</sup>; and

- (ii) 173,062,575 CPUs;
- (c) the maximum potential voting rights of YTL and the Concert Parties in Starhill Global REIT, assuming that they exercise their CPUs in full is 37.09% of the total number of Units in issue as at the Latest Practicable Date (including all Units converted from the CPUs);
- (d) having approved the Whitewash Resolution on 4 June 2010, Unitholders have waived their rights to a mandatory offer from YTL and the Concert Parties at the highest price paid by YTL and the Concert Parties for Units in the six months preceding the commencement of the offer; and
- (e) having approved the Whitewash Resolution on 4 June 2010, Unitholders could be foregoing an opportunity to receive a general offer from another person who may be discouraged from making a general offer in view of the potential dilution effect of the CPUs and the Acquisition Fee Units.

**Note:**

- (1) The computation of percentage voting rights is based on the total number of Units in issue, as at the Latest Practicable Date, being 1,943,023,078.