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Confirmation of your Representation: In order to be eligible to view the following Supplement or make an investment decision with respect to the securities, investors must not be U.S. persons (within the meaning of Regulation S under the Securities Act). The following Supplement is being sent at your request and by accepting the e-mail and accessing the following Supplement, you shall be deemed to have represented to us that (1) you are not a U.S. person nor are you acting on behalf of a U.S. person, the electronic mail address that you gave us and to which this e-mail has been delivered is not located in the United States and, to the extent you purchase the securities described in the attached Supplement, you will be doing so pursuant to Regulation S under the Securities Act, and (2) you consent to delivery of the following Supplement and any amendments and supplements thereto by electronic transmission.

By accepting this document, if you are an investor in Singapore, you (A) represent and warrant that you are either an institutional investor as defined under Section 4A(1) of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), a relevant person as defined under Section 275(2) of the SFA or persons to whom an offer is being made, as referred to in Section 275(1A) of the SFA, and (B) agree to be bound by the limitations and restrictions described herein.

You are reminded that the following Supplement has been delivered to you on the basis that you are a person into whose possession the following Supplement may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the following Supplement to any other person.

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The following Supplement has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently, none of HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of Suntec Real Estate Investment Trust), Suntec REIT MTN Pte. Ltd., any New Issuer (as defined in the Offering Circular), ARA Trust Management (Suntec) Limited, the Dealers named in the Offering Circular or any person who controls any of them or any director, officer, employee or agent of any of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Supplement distributed to you in electronic format and the hard copy version available to you on request from the relevant Dealers named in the Offering Circular.

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**SUPPLEMENT DATED 27 JANUARY 2014
TO THE OFFERING CIRCULAR DATED 15 AUGUST 2013**



SUNTEC REAL ESTATE INVESTMENT TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 1 November 2003 (as amended))

SUNTEC REIT MTN PTE. LTD.

(incorporated with limited liability in Singapore)

(UEN/Company registration number: 201320465Z)

U.S.\$1,500,000,000

Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed by

HSBC INSTITUTIONAL TRUST SERVICES (SINGAPORE) LIMITED

(in its capacity as trustee of Suntec Real Estate Investment Trust)

This Supplement (the **Supplement**) to the Offering Circular (the **Offering Circular**) dated 15 August 2013 is prepared in connection with the U.S.\$1,500,000,000 Euro Medium Term Note Programme (the **Programme**) established by Suntec REIT MTN Pte. Ltd. (**SRMTN** and an **Issuer**). Terms defined in the Offering Circular have the same meaning when used in this Supplement.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (the **SGX-ST**) for the establishment of the Programme and application will be made for permission to deal in, and for a quotation of, any Notes to be issued pursuant to the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Notes have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the Official List of the SGX-ST and quotation of any Notes on the SGX-ST are not to be taken as an indication of the merits of the relevant Issuer, the Guarantor, Suntec REIT, the Programme or the Notes.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuers.

An investment in Notes issued under the Programme involves certain risks. For a discussion of these risks see the section entitled "Risk Factors" of the Offering Circular and in this Supplement.

The Issuers accept responsibility for the information contained in this Supplement. The Guarantor accepts responsibility for the information contained in this Supplement relating to the Issuers, Suntec REIT, the Group, the Suntec REIT Trustee, the Suntec REIT Manager and the assets of Suntec REIT. To the best of the knowledge of the Issuers and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement which they each accept responsibility for is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is (a) to incorporate by reference Suntec REIT's annual financial statements as at and for the year ended 31 December 2013, (b) to include additional supplementary information relating to a recent development in the business of Suntec Real Estate Investment Trust and (c) to update for recent legislative changes which are relevant to the sections "*Risk Factors – Risks Relating to the Notes – Singapore taxation risk*" appearing on page 23 and "*Taxation – Singapore Taxation*" appearing from pages 111 to 115 of the Offering Circular.

Copies of all documents incorporated by reference in the Offering Circular can be obtained from the specified offices of the Principal Paying Agent and the CDP Paying Agent as described on page 25 of the Offering Circular.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

ANNUAL FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2013

On 23 January 2014, the consolidated unaudited reviewed annual financial statements as at and for the year ended 31 December 2013 of Suntec REIT was published by the Suntec REIT Manager on the website of the SGX-ST. By virtue of this Supplement, those annual financial statements are incorporated in, and form part of, the Offering Circular.

DESCRIPTION OF SUNTEC REAL ESTATE INVESTMENT TRUST

RECENT DEVELOPMENTS

ARA Trust Management (Suntec) Limited, as manager of Suntec Real Estate Investment Trust (**Suntec REIT**), announced on 15 November 2013 that HSBC Institutional Trust Services (Singapore) Limited, as trustee of Suntec REIT, through its wholly-owned sub-trust, Suntec REIT 177 Trust (**SR177 Trust**), on 15 November 2013 entered into agreements to acquire a 100 per cent. interest in a freehold property to be developed on 177-199 Pacific Highway (the **Property**), North Sydney for a total consideration of A\$413.19 million (the **Acquisition**). The Acquisition was completed on 9 December 2013.

SR177 Trust has appointed Leighton Properties Pty Limited (**LPPL**), a subsidiary of Leighton Holdings, under a development agreement (the **Development Agreement**) to carry out the development and construction of the Property. During the period of construction, SR177 Trust will receive coupon payments of 6.32 per cent. per annum on the progressive payments made by SR177 Trust to LPPL under the Development Agreement.

The construction of the Property is targeted to be completed by early 2016. The Property will be a 31-storey, A-Grade, state-of-the-art commercial tower, located in one of the most prominent sites in the central business district of North Sydney and will have a net lettable area of approximately 423,915 square feet. It will receive a 5-Star Green Star by the Green Building Council of Australia and a 5-Star National Australian Built Environment Rating System energy rating. When completed, the Property will be North Sydney's newest landmark office tower.

The Property will be 100 per cent. pre-committed with the Leighton group of companies (the **Leighton Group**). The Leighton Group, one of Australia's largest building, contracting and property development group, will be taking a head lease of 76 per cent. of the net lettable area. The Property will be home to Leighton Holdings' corporate headquarters and Leighton Holdings will provide a rental guarantee for four years for any vacant space on completion. The initial net property income yield for the Property will be 6.9 per cent. in the first year post completion.

The Acquisition is in line with Suntec REIT's growth strategy to acquire quality commercial properties to enhance Suntec REIT's income and geographical diversification.

RISK FACTORS

The section “Risk Factors – Risks Relating to the Notes – Singapore taxation risk” appearing on page 23 of the Offering Circular shall be deleted in its entirety and substituted with the following:

Singapore taxation risk

The Notes to be issued from time to time under the Programme, during the period from the date of this Offering Circular to 31 December 2018 are, pursuant to the ITA and the MAS Circular FSD Cir 02/2013 entitled “Extension and Refinement of Tax Concessions for Promoting the Debt Market” issued by MAS on 28 June 2013, intended to be “qualifying debt securities” for the purposes of the ITA, subject to the fulfilment of certain conditions more particularly described in the section entitled “*Taxation – Singapore Taxation*”.

However, there is no assurance that such Notes will continue to enjoy the tax concessions for qualifying debt securities should the relevant tax laws or MAS circulars be amended or revoked at any time.

SINGAPORE TAXATION

The section “Taxation – Singapore Taxation” appearing from pages 111 to 115 of the Offering Circular shall be deleted in its entirety and substituted with the following:

Singapore Taxation

Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the ITA, the following payments are deemed to be derived from Singapore:

- (a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore) or (ii) deductible against any income accruing in or derived from Singapore; or
- (b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15.0 per cent. final withholding tax described below) to non-resident persons (other than non-resident individuals) is currently 17.0 per cent. The applicable rate for non-resident individuals is currently 20.0 per cent. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15.0 per cent. The rate of 15.0 per cent. may be reduced by applicable tax treaties.

However, certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including:

- (a) interest from debt securities derived on or after 1 January 2004;

- (b) discount income (not including discount income arising from secondary trading) from debt securities derived on or after 17 February 2006; and
- (c) prepayment fee, redemption premium and break cost from debt securities derived on or after 15 February 2007,

except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession.

In addition, as the Programme as a whole is arranged by Australia and New Zealand Banking Group Limited, Citigroup Global Markets Singapore Pte. Ltd., DBS Bank Ltd. and Standard Chartered Bank, Singapore Branch, and on the basis that each of them was a Financial Sector Incentive (Bond Market) (**FSI-BM**) Company (as defined in the ITA) at that time, any tranche of the Notes (the **Relevant Notes**) issued as debt securities under the Programme during the period from the date of this Offering Circular to 31 December 2018 would be, pursuant to the ITA and the MAS Circular FSD Cir 02/2013 entitled “Extension and Refinement of Tax Concessions for Promoting the Debt Market” (the **MAS Circular**) issued by MAS on 28 June 2013, qualifying debt securities (**QDS**) for the purposes of the ITA, to which the following treatment shall apply:

- (i) subject to certain prescribed conditions having been fulfilled (including the furnishing of a return on debt securities for the Relevant Notes in the prescribed format within such period as the relevant authorities may specify and such other particulars in connection with the Relevant Notes as the relevant authorities may require to MAS and such other relevant authorities as may be prescribed, and the inclusion by SRMTN in all offering documents relating to the Relevant Notes of a statement to the effect that where interest, discount income, prepayment fee, redemption premium or break cost from the Relevant Notes is derived by a person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption for qualifying debt securities shall not apply if the non-resident person acquires the Relevant Notes using funds from that person’s operations through the Singapore permanent establishment), interest, discount income (not including discount income arising from secondary trading), prepayment fee, redemption premium and break cost (collectively, the **Qualifying Income**) from the Relevant Notes, paid by SRMTN and derived by a holder who is not resident in Singapore and who (aa) does not have any permanent establishment in Singapore or (bb) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Notes are not obtained from such person’s operation through a permanent establishment in Singapore, are exempt from Singapore tax;
- (ii) subject to certain conditions having been fulfilled (including the furnishing of a return on debt securities for the Relevant Notes in the prescribed format within such period as the relevant authorities may specify and such other particulars in connection with the Relevant Notes as the relevant authorities may require to MAS and such other relevant authorities as may be prescribed), Qualifying Income from the Relevant Notes paid by SRMTN and derived by any company or body of persons (as defined in the ITA) in Singapore is subject to income tax at a concessionary rate of 10.0 per cent. (except for holders of the relevant Financial Sector Incentive(s) who may be taxed at different rates); and
- (iii) subject to:
 - (aa) SRMTN including in all offering documents relating to the Relevant Notes a statement to the effect that any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Relevant Notes is not exempt from tax shall include such income in a return of income made under the ITA; and
 - (bb) the furnishing of a return on debt securities for the Relevant Notes in the prescribed format within such period as the relevant authorities may specify and such other particulars in connection with the Relevant Notes as the relevant authorities may require to MAS and such other relevant authorities as may be prescribed,

payments of Qualifying Income derived from the Relevant Notes are not subject to withholding of tax by SRMTN.

The MAS Circular further states that, with effect from 1 January 2014, the relevant arrangement requirements for QDS issued under a programme from 1 January 2014 to 31 December 2018 (including programmes arranged prior to 1 January 2014) include that the programme must be wholly arranged by Financial Sector Incentive – Capital Market, Financial Sector Incentive – Standard Tier or FSI-BM companies.

Notwithstanding the foregoing:

- (A) if during the primary launch of any tranche of Relevant Notes, the Relevant Notes of such tranche are issued to fewer than four persons and 50.0 per cent. or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by related parties of SRMTN, such Relevant Notes would not qualify as QDS; and
- (B) even though a particular tranche of Relevant Notes are QDS, if, at any time during the tenure of such tranche of Relevant Notes, 50.0 per cent. or more of the issue of such Relevant Notes is held beneficially or funded, directly or indirectly, by any related party(ies) of SRMTN, Qualifying Income derived from such Relevant Notes held by:-
 - (i) any related party of SRMTN; or
 - (ii) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of SRMTN,

shall not be eligible for the tax exemption or concessionary rate of tax as described above.

The term **related party**, in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

The terms **prepayment fee**, **redemption premium** and **break cost** are defined in the ITA as follows:

“prepayment fee”, in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities;

“redemption premium”, in relation to debt securities and qualifying debt securities, means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity; and

“break cost”, in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption.

References to “prepayment fee”, “redemption premium” and “break cost” in this Singapore tax disclosure have the same meaning as defined in the ITA.

Notwithstanding that SRMTN is permitted to make payments of interest, discount income, prepayment fee, redemption premium and break cost (i.e. the Qualifying Income) in respect of the Relevant Notes without deduction or withholding for tax under Section 45 or Section 45A of the ITA, any person whose interest, discount income, prepayment fee, redemption premium or break cost (i.e. the Qualifying Income) derived

from the Relevant Notes is not exempt from tax shall include such income in a return of income made under the ITA.

Under the Qualifying Debt Securities Plus Scheme (**QDS Plus Scheme**), subject to certain conditions having been fulfilled (including the submission of a return on debt securities in respect of the QDS in the prescribed format within such period as the relevant authorities may specify and such other particulars in connection with the QDS as the relevant authorities may require to MAS and such other relevant authorities as may be prescribed), income tax exemption is granted on Qualifying Income derived by any investor from QDS (excluding Singapore Government Securities) which:

- (a) are issued during the period from 16 February 2008 to 31 December 2018;
- (b) have an original maturity of not less than 10 years;
- (c) cannot be redeemed, called, exchanged or converted within 10 years from the date of their issue; and
- (d) cannot be re-opened with a resulting tenure of less than 10 years to the original maturity date.

However, even if a particular tranche of the Relevant Notes are QDS which qualify under the QDS Plus Scheme, if, at any time during the tenure of such tranche of Relevant Notes, 50.0 per cent. or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by any related party(ies) of SRMTN, Qualifying Income from such Relevant Notes derived by:

- (aa) any related party of SRMTN; or
- (bb) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of SRMTN,

shall not be eligible for the tax exemption under the QDS Plus Scheme as described above.

The MAS Circular states that, with effect from 28 June 2013, the QDS Plus Scheme will be refined to allow QDS with certain standard early termination clauses (as prescribed in the MAS Circular) to qualify for the QDS Plus Scheme at the point of issuance of such debt securities. The MAS has also clarified that if such debt securities are subsequently redeemed prematurely pursuant to such standard early termination clauses before the 10th year from the date of issuance of such debt securities, the tax exemption granted under the QDS Plus Scheme to Qualifying Income accrued prior to such redemption will not be clawed back. Under such circumstances, the QDS Plus status of such debt securities will be revoked prospectively for such outstanding debt securities (if any), and holders thereof may still enjoy the tax benefits under the QDS Scheme if the QDS conditions continue to be met.

The MAS has stated that, notwithstanding the above, QDS with embedded options with economic value (such as call, put, conversion or exchange options which can be triggered at specified prices or dates and are built into the pricing of such debt securities at the onset) which can be exercised within ten years from the date of issuance of such debt securities will continue to be excluded from the QDS Plus Scheme from such date of issuance.

Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Notes will not be taxable in Singapore. However, any gains derived by any person from the sale of the Notes which are gains from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

Holders of the Notes who apply or who are required to apply Singapore Financial Reporting Standard 39 (**FRS 39**) may, for Singapore income tax purposes, be required to recognise gains or losses (not being gains

or losses in the nature of capital) on the Notes, irrespective of disposal, in accordance with FRS 39. Please see the section below on “Adoption of FRS 39 Treatment for Singapore Income Tax Purposes”.

Adoption of FRS 39 Treatment for Singapore Income Tax Purposes

IRAS has issued a circular entitled “Income Tax Implications Arising from the Adoption of FRS 39 – Financial Instruments: Recognition and Measurement” (the **FRS 39 Circular**). The ITA has since been amended to give effect to the FRS 39 Circular.

The FRS 39 Circular generally applies, subject to certain “opt-out” provisions, to taxpayers who are required to comply with FRS 39 for financial reporting purposes.

Holders of the Notes who may be subject to the tax treatment under the FRS 39 Circular should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Notes.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.