

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SHAREHOLDER(S) OF UNLISTED
TRUSTEE-MANAGER OR RESPONSIBLE PERSON**

FORM
5
(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Shareholder(s) of an unlisted Trustee-Manager or Responsible Person to give notice under section 137P or 137ZA of the Securities and Futures Act (Cap. 289) (the "SFA") for change in interests in the Trustee-Manager or Responsible Person, as the case may be.
3. This Form 5 and a separate Form C, containing the particulars and contact details of the Shareholder(s), must be completed by the Shareholder(s) or a person duly authorised by the Shareholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Shareholder(s).
4. This form and Form C, are to be completed electronically and sent to the Trustee-Manager or Responsible Person via an electronic medium such as an e-mail attachment. The Trustee-Manager/Responsible Person will attach both forms to the prescribed SGXNet announcement template for dissemination under section 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Shareholder, all of these Shareholders may give notice using the same notification form.
6. Subject to paragraph 5, a separate notification form must be used by a Shareholder for each notifiable transaction. There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 8 of Part II. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 1 of Part III, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (b) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (c) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 8 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

Prime US REIT

2. Type of Listed Issuer:

Registered/Recognised Business Trust

Real Estate Investment Trust

3. Name of Trustee-Manager/Responsible Person:

PRIME US REIT MANAGEMENT PTE. LTD.

4. Date of notification to Trustee-Manager/Responsible Person:

28-Jan-2025

Part II - Shareholder(s) details


Shareholder **A** 

1. Name of Shareholder:

TJ Holdings (III) Pte. Ltd.

2. Date of acquisition of or change in interest:

29-Apr-2022



3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

29-Apr-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

Not applicable.

5. Quantum of total voting shares (including voting shares underlying rights/options/warrants/convertible debentures {conversion price known}) held by Shareholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	250,002	250,002
As a percentage of total no. of voting shares: 	0	20	20

6. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

TJ Holdings (III) Pte. Ltd. ("TJ(III)") does not have any direct interest in shares of KBS US Prime Property Management Pte. Ltd., now known as Prime US REIT Management Pte. Ltd. ("REIT Manager").

On 29 April 2022 ("Effective Date"), the proposed acquisition by Cuscaden Peak Pte. Ltd. ("Cuscaden") of all the issued and paid-up ordinary shares in the capital of Singapore Press Holdings Limited, now known as Cuscaden Peak Investments Private Limited ("CPI"), by way of a scheme of arrangement ("Scheme") became effective in accordance with its terms.

Cuscaden's deemed interest in the REIT Manager shares arises as follows:

- Times Properties Private Limited ("TPPL") is a wholly-owned subsidiary of CPI; and
- TPPL has an interest of 20% in the REIT Manager.


Shareholder B 

1. Name of Shareholder:

Glenville Investments Pte. Ltd.

2. Date of acquisition of or change in interest:

29-Apr-2022



3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

29-Apr-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

Not applicable.

5. Quantum of total voting shares (including voting shares underlying rights/options/warrants/convertible debentures {conversion price known}) held by Shareholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	250,002	250,002
As a percentage of total no. of voting shares: 	0	20	20

6. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Glenville Investments Pte. Ltd. ("Glenville") has no direct interest in shares of the REIT Manager.

On the Effective Date, the proposed acquisition by Cuscaden of all the shares of CPI by way of the Scheme became effective in accordance with its terms.

Cuscaden's deemed interest in the REIT Manager shares arises as follows:


- TPPL is a wholly-owned subsidiary of CPI; and
- TPPL has an interest of 20% in the REIT Manager.

Cuscaden acquired a deemed interest in 100% of CPI on the Effective Date. Cuscaden is therefore deemed to be interested in the REIT Manager shares that TPPL has an interest in.

APL has an interest of more than 20% in Cuscaden. APL is a subsidiary of CLA. CLA is a subsidiary of TJ(III). TJ(III) is a subsidiary of Glenville. Glenville is therefore deemed to be interested in the REIT Manager shares that Cuscaden has an interest in.

7. Relationship between the Shareholders giving notice in this form:
[You may attach a chart in item 8 to show the relationship between the Shareholders]

- (i) TJ Holdings (III) Pte. Ltd. is a subsidiary of Glenville Investments Pte. Ltd.
- (ii) Glenville Investments Pte. Ltd. is a subsidiary of Mawson Peak Holdings Pte. Ltd.
- (iii) Mawson Peak Holdings Pte. Ltd. is a subsidiary of Bartley Investments Pte. Ltd.
- (iv) Bartley Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.
- (v) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited.

8. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

9. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

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(c) 15-digit transaction reference number of the relevant transaction in the Form 5 which was attached in the Initial Announcement:

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10. Remarks (if any):

The percentage unitholdings above are computed based on 1,250,010 REIT Manager shares in issue as at 29 April 2022 based on publicly available information. Any discrepancies in the percentages listed and totals thereof are due to rounding. All total figures are automatically inserted electronically.

Glenville filed Form 3 for becoming a substantial unitholder of Prime US REIT on 5 May 2022. It is filing this notice upon becoming aware of the corresponding requirement for filing a Form 5 in respect of its deemed interest in the REIT Manager.


Shareholder C 

1. Name of Shareholder:

Mawson Peak Holdings Pte. Ltd.

2. Date of acquisition of or change in interest:

29-Apr-2022



3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

29-Apr-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

Not applicable.

5. Quantum of total voting shares (*including voting shares underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Shareholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	250,002	250,002
As a percentage of total no. of voting shares: 	0	20	20

6. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Mawson Peak Holdings Pte. Ltd. ("Mawson") has no direct interest in shares of the REIT Manager.

On the Effective Date, the proposed acquisition by Cuscaden of all the shares of CPI by way of the Scheme became effective in accordance with its terms.

Cuscaden's deemed interest in the REIT Manager shares arises as follows:



- TPPL is a wholly-owned subsidiary of CPI; and
- TPPL has an interest of 20% in the REIT Manager.

Cuscaden acquired a deemed interest in 100% of CPI on the Effective Date. Cuscaden is therefore deemed to be interested in the REIT Manager shares that TPPL has an interest in.

APL has an interest of more than 20% in Cuscaden. APL is a subsidiary of CLA. CLA is a subsidiary of TJ(III). TJ(III) is a subsidiary of Glenville. Glenville is a subsidiary of Mawson. Mawson is therefore deemed to be interested in the REIT Manager shares that Cuscaden has an interest in.

7. Relationship between the Shareholders giving notice in this form:
[You may attach a chart in item 8 to show the relationship between the Shareholders]

- (i) TJ Holdings (III) Pte. Ltd. is a subsidiary of Glenville Investments Pte. Ltd.
- (ii) Glenville Investments Pte. Ltd. is a subsidiary of Mawson Peak Holdings Pte. Ltd.
- (iii) Mawson Peak Holdings Pte. Ltd. is a subsidiary of Bartley Investments Pte. Ltd.
- (iv) Bartley Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.
- (v) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited.

As a percentage of total no. of voting shares: 	0	0	0
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	250,002	250,002
As a percentage of total no. of voting shares: 	0	20	20

6. Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Bartley Investments Pte. Ltd. ("Bartley") has no direct interest in shares of the REIT Manager.

On the Effective Date, the proposed acquisition by Cuscaden of all the shares of CPI by way of the Scheme became effective in accordance with its terms.

Cuscaden's deemed interest in the REIT Manager shares arises as follows:

- TPPL is a wholly-owned subsidiary of CPI; and
- TPPL has an interest of 20% in the REIT Manager.

Cuscaden acquired a deemed interest in 100% of CPI on the Effective Date. Cuscaden is therefore deemed to be interested in the REIT Manager shares that TPPL has an interest in.

APL has an interest of more than 20% in Cuscaden. APL is a subsidiary of CLA. CLA is a subsidiary of TJ(III). TJ(III) is a subsidiary of Glenville. Glenville is a subsidiary of Mawson. Mawson is a subsidiary of Bartley. Bartley is therefore deemed to be interested in the REIT Manager shares that Cuscaden has an interest in.

7. Relationship between the Shareholders giving notice in this form:
 [You may attach a chart in item 8 to show the relationship between the Shareholders]

- (i) TJ Holdings (III) Pte. Ltd. is a subsidiary of Glenville Investments Pte. Ltd.
- (ii) Glenville Investments Pte. Ltd. is a subsidiary of Mawson Peak Holdings Pte. Ltd.
- (iii) Mawson Peak Holdings Pte. Ltd. is a subsidiary of Bartley Investments Pte. Ltd.
- (iv) Bartley Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.
- (v) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited.

8. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

9. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

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(c) 15-digit transaction reference number of the relevant transaction in the Form 5 which was attached in the Initial Announcement:

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10. Remarks (if any):

The percentage unitholdings above are computed based on 1,250,010 REIT Manager shares in issue as at 29 April 2022 based on publicly available information. Any discrepancies in the percentages listed and totals thereof are due to rounding. All total figures are automatically inserted electronically.

Bartley filed Form 3 for becoming a substantial unitholder of Prime US REIT on 5 May 2022. It is filing this notice upon becoming aware of the corresponding requirement for filing a Form 5 in respect of its deemed interest in the REIT Manager.


Shareholder 

1. Name of Shareholder:

Tembusu Capital Pte. Ltd.

2. Date of acquisition of or change in interest:

29-Apr-2022



3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

29-Apr-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

Not applicable.


5. Quantum of total voting shares (including voting shares underlying rights/options/warrants/convertible debentures {conversion price known}) held by Shareholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	250,002	250,002
As a percentage of total no. of voting shares: 	0	20	20

6. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Tembusu Capital Pte. Ltd. ("Tembusu") has no direct interest in shares of the REIT Manager.

On the Effective Date, the proposed acquisition by Cuscaden of all the shares of CPI by way of the Scheme became effective in accordance with its terms.


Shareholder 

1. Name of Shareholder:

Fullerton Management Pte Ltd

2. Date of acquisition of or change in interest:

29-Apr-2022



3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

29-Apr-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

Not applicable.

5. Quantum of total voting shares (including voting shares underlying rights/options/warrants/convertible debentures {conversion price known}) held by Shareholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares: 	0	0	0
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	250,002	250,002
As a percentage of total no. of voting shares: 	0	20	20

6. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Fullerton Management Pte. Ltd. ("FMPL") has no direct interest in shares of the REIT Manager.

On the Effective Date, the proposed acquisition by Cuscaden of all the shares of CPI by way of the Scheme became effective in accordance with its terms.

Cuscaden's deemed interest in the REIT Manager shares arises as follows:

- TPPL is a wholly-owned subsidiary of CPI; and
- TPPL has an interest of 20% in the REIT Manager.

Cuscaden acquired a deemed interest in 100% of CPI on the Effective Date. Cuscaden is therefore deemed to be interested in the REIT Manager shares that TPPL has an interest in.

Mapletree Fortress Pte. Ltd. ("MFPL") has an interest of more than 20% in Cuscaden. MFPL is a subsidiary of Gemstone Asset Holdings Pte. Ltd. ("GAH"). GAH is a subsidiary of Mapletree Investments Pte. Ltd. ("MIPL"). MIPL is a


Shareholder **G** 

1. Name of Shareholder:

Temasek Holdings (Private) Limited

2. Date of acquisition of or change in interest:

29-Apr-2022



3. Date on which Shareholder became aware of the acquisition of, or change in, interest 
(if different from item 2 above, please specify the date):

29-Apr-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

Not applicable.

5. Quantum of total voting shares (including voting shares underlying rights/options/warrants/convertible debentures {conversion price known}) held by Shareholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	375,003	375,003
As a percentage of total no. of voting shares: 	0	30	30
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares held and/or underlying the rights/options/warrants/convertible debentures:	0	625,005	625,005
As a percentage of total no. of voting shares: 	0	50	50

6. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 8 to illustrate how the Shareholder's deemed interest arises]

Temasek Holdings (Private) Limited ("Temasek") has no direct interest in shares of the REIT Manager.

On the Effective Date, the proposed acquisition by Cuscaden of all the shares of CPI by way of the Scheme became effective in accordance with its terms.

Cuscaden's deemed interest in the REIT Manager shares arises as follows:

- TPPL is a wholly-owned subsidiary of CPI; and
- TPPL has an interest of 20% in the REIT Manager.

Cuscaden acquired a deemed interest in 100% of CPI on the Effective Date. Cuscaden is therefore deemed to be interested in the REIT Manager shares that TPPL has an interest in.

(A) Temasek's deemed interest through Cuscaden 20%
In respect of TJ(III):
(i) APL has an interest of more than 20% in Cuscaden.

thereof are due to rounding. All total figures are automatically inserted electronically.

Temasek filed Form 3 for becoming a substantial unitholder of Prime US REIT on 5 May 2022. It is filing this notice upon becoming aware of the corresponding requirement for filing a Form 5 in respect of its deemed interest in the REIT Manager.

Part III - Transaction Details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- Voting shares
- Rights/Options/Warrants over voting shares
- Convertible debentures over voting shares (*conversion price known*)
- Others (*please specify*):

2. Number of shares, rights, options, warrants, and/or principal amount of convertible debentures acquired or disposed by Shareholder(s):

Please refer to paragraph 6 of the notice by Substantial Shareholder A in Part II above.

3. Amount of consideration paid or received by Shareholder(s) (*excluding brokerage and stamp duties*):

Please refer to paragraph 6 of the notice by Substantial Shareholder A in Part II above.

4. Circumstance giving rise to the interest or change in interest (*please specify*):

Please refer to paragraphs 6 and 10 of the notice by Substantial Shareholder A in Part II above.

Item 5 is to be completed by an individual submitting this notification form on behalf of the Shareholder(s).

5. Particulars of Individual submitting this notification form to the Trustee-Manager/Responsible Person:

(a) Name of Individual:

Phang Liying

(b) Designation (*if applicable*):

(c) Name of entity (*if applicable*):

Temasek Holdings (Private) Limited

Transaction Reference Number (auto-generated):

3	2	8	1	5	8	5	4	6	1	1	9	5	6	5
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