
 <p><b>AIMS</b> 宝泽</p>		<p><b>AIMS AMP CAPITAL INDUSTRIAL REIT MANAGEMENT LIMITED</b></p> <p>As manager of AIMS AMP Capital Industrial REIT 1 Raffles Place, #21-01 One Raffles Place Singapore 048616</p>
<p><b>AIMS AMP CAPITAL INDUSTRIAL REIT</b></p> <p>(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 5 December 2006 (as amended) (the "Trust Deed"))</p>		

**SGX-ST Announcement: 31 October 2011**

## **DISCLOSURE PURSUANT TO RULE 704(31) OF THE LISTING MANUAL**

AIMS AMP Capital Industrial REIT Management Limited, as manager of AIMS AMP Capital Industrial REIT ("**AIMSAMPREIT**", and the manager of AIMSAMPREIT, the "**Manager**") refers to new Rule 704(31) of the Listing Manual of Singapore Exchange Securities Trading Limited (the "**Listing Manual**") which has recently become effective on 29 September 2011 and which requires an issuer to disclose information relating to its or any of its subsidiaries' loan agreements and debt securities if they contain (a) conditions making reference to the shareholding interests of a controlling shareholder, or (b) restrictions on change in control of the issuer, and if a breach of these conditions or restrictions would cause a default which will have a significant impact on the issuer's operations.

HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of AIMSAMPREIT (the "**Trustee**") has entered into the following facility agreements (collectively, the "**Facility Agreements**") with various institutional banks:-

- (i) S\$430 million facility agreement dated 8 October 2010 and as supplemented on 12 September 2011; and
- (ii) S\$31.8 million facility agreement dated 16 February 2011.

Pursuant to new Rule 704(31) of the Listing Manual, the Manager wishes to announce that the Facility Agreements contain conditions which make reference to the shareholding interest of its controlling shareholder or places restrictions on a change of control of the Manager. A description of the relevant conditions and the aggregate level of the facilities that may be affected by a breach of such conditions are set out in the Appendix to this announcement.

As at the date of this Announcement, there has not been any breach of the conditions.

### **BY ORDER OF THE BOARD**

AIMS AMP Capital Industrial REIT Management Limited  
(Company Registration No. 200615904N)  
(as manager of AIMS AMP Capital Industrial REIT)

Name: Nicholas Paul McGrath  
Designation: Chief Executive Officer

31 October 2011

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## APPENDIX

I.	Relevant Condition
	<p>Under the terms of the Facility Agreements, the Lenders have the right to require the Trustee to repay all amounts due under each Facility Agreement in the event (each, a <b>"Change of Control Event"</b>):</p> <ul style="list-style-type: none"> <li>(i) without the prior written consent of all the Lenders (acting reasonably), AIMS AMP Capital Industrial REIT Management Limited (Company Registration Number 200615904N) ceases to be the manager of AIMSAMPIREIT or there is any other change of the Manager;</li> <li>(ii) without the prior written consent of all the Lenders, AIMS Group Holding Pty Ltd (<b>"AIMS"</b>) and/or AMP Capital Holdings Limited (<b>"AMP"</b>) cease(s) to have effective control over, or to be (together) the holder(s) of more than half of the issued shares of the Manager, either directly or indirectly; or</li> <li>(iii) AIMS and AMP cease to remain Holders (as defined in the Trust Deed) of at least five per cent. (5%) of the units of AIMSAMPIREIT (<b>"Units"</b>) in aggregate, save with the prior written consent of all the Lenders (such consent not to be unreasonably withheld).</li> </ul>
II.	Aggregate level of facilities that may be affected by a breach of Relevant Condition
	<p>None of the Change of Control Events has occurred. Assuming that the full amounts of the facilities under the Facility Agreements are drawn and there is a breach of the Relevant Condition and a Change of Control Event occurs, this may trigger cross defaults of the Facility Agreements and the aggregate level of facilities that may be affected is estimated to be approximately S\$461.8 million (excluding interest), as of 28 October 2011. As at 28 October 2011, the aggregate amount that has been drawn down under the Facility Agreements is S\$269.25 million.</p>
III.	Additional Information
	<p>As of 28 October 2011, AIMS and AMP each holds a 50.0% stake in the Manager, either directly or indirectly. In addition, as at 28 October 2011, AIMS and AMP hold in aggregate directly or indirectly 15.15% of the total number of Units in issue.</p>

## **Important Notice**

The value of Units and the income derived from them may fall as well as rise. The 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 of AIMSAMPIREIT 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 document is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of AIMSAMPIREIT is not necessarily indicative of the future performance of AIMSAMPIREIT.

This document may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.

## **About AIMS AMP Capital Industrial REIT**

Managed by AIMS AMP Capital Industrial REIT Management Limited, AIMSAMPIREIT was established with the principal investment objective of owning and investing in a diversified portfolio of income-producing industrial real estate assets in Singapore and Asia. The principal sponsors of AIMSAMPIREIT are the AIMS Financial Group and AMP Capital Investors International Holdings Limited, a direct wholly-owned subsidiary of AMP Capital. AIMSAMPIREIT consists of 26 industrial properties located throughout Singapore with an appraised total value of S\$853.2 million based on valuations obtained as at 31 March 2011.

## **About AIMS Financial Group ("AIMS")**

Established in 1991, AIMS Financial Group is an Australian diversified non-bank financial services and investment group with a solid track record and enviable reputation in the mortgage lending, fund management and securitisation markets. AIMS has expanded to become an international financial group focusing on lending, securitization, real estate investment, private equity, investment banking, funds management, securities exchange ownership and e-commerce across the Asia Pacific region.

Since 1999, AIMS has raised directly and indirectly about A\$4.0 billion in funds from the capital markets. AIMS has issued about A\$3.0 billion residential mortgage-backed securities with most of them rated AAA by both Standard & Poors and Fitch Ratings, and has originated over A\$5.0 billion of high quality prime home loans since 1997.

AIMS have been very active in introducing international investors into the Australian real estate market, having attracted a large volume investment from its international clients to invest in Australian.

AIMS manages over A\$1.5 billion in assets as at 31 December 2010 and is the investment managers for the MacarthurCook Industrial Property Fund, MacarthurCook Office Property Trust, MacarthurCook Mortgage Fund, Advance Mortgage Fund, MacarthurCook Property Securities Fund, Advance Property Securities Fund and the RMR Asia Pacific Real Estate Fund. AIMS also manages, in a joint-venture arrangement with AMP Capital Investors, AIMS AMP Capital Industrial REIT in Singapore.

AIMS's head office is in Sydney, Australia, and it has offices across Australia, China and Singapore. Together with our highly qualified, professional and experienced cross-cultural teams, AIMS is in a very strong position to

bridge the gap between Australia and China in various markets, especially in property, resources, fund management, high-tech, infrastructure, banking and financial services.

#### **AMP Capital Investors (“AMP Capital”)**

AMP Capital is a specialist investment manager with over A\$98 billion in assets under management as at 31 March 2011. AMP Capital is a wholly owned subsidiary of AMP Limited. AMP Capital's teams of specialists operate across direct and listed real estate, infrastructure, equities, diversified funds, fixed income and credit.

As one of the largest institutional real estate fund managers in Australia and New Zealand, AMP Capital has over A\$23 billion in global direct and listed real estate funds under management. The group has 50 years of real estate investment expertise and was ranked Top 3 real estate investment manager in Asia Pacific by ANREV in 2010. AMP Capital was also ranked a Top 10 Australian company by Forbes in 2010.

With established operations in Australia, Bahrain, China, Hong Kong, India, Japan, Luxembourg, New Zealand, Singapore, United Kingdom and the United States, AMP Capital has over 230 in-house investment professionals, more than 900 staff globally and a carefully selected network of regional investment partners who can source competitive international investment opportunities catering for the varying needs of its clients.

AMP Capital expanded its Singapore office in 2006 and is committed to building its investment business in Asia. As AMP Capital's Asian regional hub, the Singapore team specialises in Asian real estate, Asian equities and distribution.

AMP is a leading wealth management company operating in Australia and New Zealand, with selected investment management activities in parts of Asia, and a growing banking business in Australia. AMP was established in 1849 as a mutual company and listed on the Australian and New Zealand stock exchanges in 1998.

AMP has merged with the Australian and New Zealand businesses of AXA Asia Pacific Holdings. This merger brings together two of Australia's longest standing businesses, creating a competitive new force in financial services for consumers. By joining together as a larger combined company, AMP has the expertise and the size to be more competitive. Together, AMP becomes Australia's market leader for advice, pension funds, personal insurance, retail managed funds and retirement income.

The combined company has A\$130 billion of funds under management and around 6,000 employees. It has one of Australia's largest shareholder registers, with approximately 970,000 shareholders.