



**AIMS AMP CAPITAL INDUSTRIAL REIT**

**AIMS AMP CAPITAL INDUSTRIAL REIT  
MANAGEMENT LIMITED**

As manager of AIMS AMP Capital Industrial REIT  
1 George Street, #23-03 One George Street  
Singapore 049145

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 5 December 2006 (as amended))

## **ANNOUNCEMENT**

### **APPLICATION OF THE DISTRIBUTION REINVESTMENT PLAN TO THE 3Q FY2015 DISTRIBUTION**

#### **1. The Distribution Reinvestment Plan**

The Board of Directors of AIMS AMP Capital Industrial REIT Management Limited, as the manager of AIMS AMP Capital Industrial REIT (“**AA REIT**”, and as manager of AA REIT, the “**Manager**”), is pleased to announce the application of the Distribution Reinvestment Plan (the “**Distribution Reinvestment Plan**”) to the income distribution for the period from 1 October 2014 to 31 December 2014 (the “**3Q FY2015 Distribution**”) due for payment on or about 26 March 2015. A summary of the general terms and conditions of the Distribution Reinvestment Plan is set out below. Details of the general terms and conditions of the Distribution Reinvestment Plan are contained in the Distribution Reinvestment Plan Statement which is available for viewing on the website of AA REIT at <http://www.aimsampcapital.com>.

The Distribution Reinvestment Plan documentation in respect of the 3Q FY2015 Distribution will be separately sent to Unitholders registered in the Depository Register as at the Books Closure Date<sup>1</sup> on 6 February 2015. A Unitholder will be eligible to participate in the Distribution Reinvestment Plan only if its registered address is in Singapore.

#### **1.1. Summary of the Distribution Reinvestment Plan**

Units in AA REIT (“**Units**”) to be issued under the Distribution Reinvestment Plan will be issued under the general Unit issue mandate from Unitholders at the Annual General Meeting of AA REIT held on 30 July 2014.

The Distribution Reinvestment Plan provides Unitholders with the option to elect to receive Units in lieu of the cash amount of any distribution (including any interim, final, special or other distribution) (the “**Distribution**”) declared on their holding of Units (after the deduction of applicable income tax, if any).

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1 “**Books Closure Date**” means the date to be determined by the Manager on which the register of Unitholders will be closed for the purpose of determining the entitlements of Unitholders to a Distribution.

Under present law in Singapore, there is no brokerage, stamp duty or other transaction costs payable on Units allotted under the Distribution Reinvestment Plan.

All Unitholders are eligible to participate in the Distribution Reinvestment Plan subject to the restrictions on Overseas Unitholders<sup>2</sup>, more particularly described in paragraph 1.3 below and except for such other Unitholders or class of Unitholders as the Manager may in its discretion decide.

Unitholders may elect to participate in respect of all or part of their holdings of Units to which each Notice of Election<sup>3</sup> relates in respect of any Distribution to which the Distribution Reinvestment Plan (as determined by the Manager) applies ("**Qualifying Distribution**"). Unitholders receiving more than one Notice of Election may elect to participate in respect of all or part of their holding of Units to which one Notice of Election relates and choose not to participate in respect of all or part of their holding of Units to which any other Notice of Election relates.

The Manager may, in its absolute discretion, determine that the Distribution Reinvestment Plan will apply to any particular Distribution. An announcement will be made by the Manager as soon as practicable following the determination by the Manager that the Distribution Reinvestment Plan is to apply to a particular Distribution, and in any event, by no later than the next Market Day<sup>4</sup> immediately following the Books Closure Date<sup>5</sup> in respect of the particular Distribution. Unless the Manager has determined that the Distribution Reinvestment Plan will apply to any particular Distribution, the Distribution concerned will be paid in cash to the Unitholders in the usual manner.

Units allotted and issued under the Distribution Reinvestment Plan will rank *pari passu* in all respects with the Units then in issue save only as regards participation in the Qualifying Distribution which is the subject of the election (including the right to make any election pursuant to the Distribution Reinvestment Plan) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the Qualifying Distribution which is the subject of the election, unless the Manager shall otherwise specify.

Unitholders participating in the Distribution Reinvestment Plan will receive, at or about each Distribution payment date, notification letters setting out, among other things, the number of Units allotted to them under the Distribution Reinvestment Plan.

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2 "**Overseas Unitholders**" means Unitholders with registered addresses outside Singapore (unless otherwise determined by the Manager).

3 "**Notice of Election**" means the one or more notices of election (in such form as the Manager may approve) which the Manager will, at its discretion, send to each Unitholder and through which each Unitholder may indicate whether they wish to participate in the Distribution Reinvestment Plan.

4 "**Market Day**" means a day on which the SGX-ST is open for trading in securities.

5 "**Books Closure Date**" means the date to be determined by the Manager on which the register of Unitholders will be closed for the purpose of determining the entitlements of Unitholders to a Distribution.

## 1.2. **Eligibility**

All Unitholders are eligible to participate in the Distribution Reinvestment Plan subject to the restrictions on Overseas Unitholders, more particularly described in paragraph 1.3 below and except that participation in the Distribution Reinvestment Plan shall not be available to such Unitholders or class of Unitholders, as the Manager may in its discretion determine, and further subject to the requirement that such participation by the Unitholder will not result in a breach of any other restriction on such Unitholder's holding of Units which may be imposed by any statute, law or regulation in force in Singapore or any other relevant jurisdiction, as the case may be, or by the trust deed dated 5 December 2006 constituting AA REIT (as amended) (the "**Trust Deed**").

## 1.3. **Unitholders Resident Outside Singapore**

Units to be allotted and issued under the Distribution Reinvestment Plan have not been, and will not be, registered under the U.S. Securities Act<sup>6</sup> and may not be offered, sold or resold in the United States or to, or for the account or benefit of, any U.S. person, except in a transaction not subject to or exempt from the registration requirements of the U.S. Securities Act and the securities laws of any state or other jurisdiction in the United States.

Furthermore, for practical reasons and to avoid any violation of the securities laws applicable in countries outside Singapore where Unitholders may have their registered addresses (other than otherwise determined by the Manager) ("**Overseas Unitholders**"), the Distribution Reinvestment Plan will not be offered to Overseas Unitholders who have not provided to CDP<sup>7</sup>, not later than three Market Days prior to the Books Closure Date, addresses in Singapore for the service of notices and documents. Unitholders should note that all correspondences and notices will be sent to their last registered addresses with CDP.

No Overseas Unitholder shall have any claim whatsoever against AA REIT or the Manager as a result of the Distribution Reinvestment Plan not being offered to such Overseas Unitholder. Where the Distribution Reinvestment Plan is not offered to Overseas Unitholders, Overseas Unitholders who receive or come to have in their possession the statement of the terms and conditions of the Distribution Reinvestment Plan and/or a Notice of Election may not treat the same as an invitation to them and are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Distribution Reinvestment Plan as may be applicable to them.

Unitholders who are subject to the laws and regulations of jurisdictions outside Singapore shall, in participating in the Distribution Reinvestment Plan, be deemed to have complied with all applicable legal

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6 "U.S. Securities Act" means the U.S. Securities Act of 1933, as amended.

7 "CDP" refers to The Central Depository (Pte) Limited at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589.

and regulatory requirements of the relevant jurisdictions.

#### **1.4. Permanent Election**

Unitholders should note that there is presently no permanent election feature under the Distribution Reinvestment Plan and the Manager will make an announcement containing the relevant details should it choose to offer this feature to Unitholders in the future.

#### **1.5. Compliance with the Singapore Code on Take-overs and Mergers (the “Code”)**

If, as a result of a Unitholder’s participation in the Distribution Reinvestment Plan, the proportionate interest in the voting rights of such Unitholder and persons acting in concert with him increases, such increase may be treated as an acquisition for the purposes of Rule 14 of the Code. Consequently, a Unitholder or (as the case may be) a group of Unitholders acting in concert could obtain or consolidate effective control of AA REIT and become obliged to make an offer under Rule 14 of the Code.

In general terms, the effect of Rule 14 of the Code is that, unless exempted, a Unitholder or (as the case may be) a group of Unitholders and/or persons acting in concert with him/them are likely to incur an obligation to make a take-over offer for the remaining Units not owned or controlled by such Unitholder or (as the case may be) group of Unitholders and/or persons acting in concert with him/them under Rule 14 of the Code if, as a result of a Unitholder’s or (as the case may be) group of Unitholders’ participation in the Distribution Reinvestment Plan:

- (i) the voting rights of such Unitholder or (as the case may be) group of Unitholders and/or his/their concert parties would increase to 30.0% or more; or
- (ii) (in the event that such Unitholder or (as the case may be) group of Unitholders and/or its/their concert parties hold between 30.0% and 50.0% of the voting rights in AA REIT), the voting rights of such Unitholder or (as the case may be) group of Unitholders and/or its/their concert parties would increase by more than one (1.0) per cent in any period of six (6) months.

Under the Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of Units (or otherwise), to obtain or consolidate effective control of AA REIT.

#### **1.6. Odd Lots and Fractional Entitlements**

A Unitholder who elects to receive Units under the Distribution Reinvestment Plan in lieu of the cash amount of the Qualifying Distribution may receive such Units in odd lots. Unitholders who receive odd lots of Units under the Distribution Reinvestment Plan and who wish to trade such odd lots on Singapore Exchange Securities Trading Limited (“**SGX-ST**”) should do so on the Unit Share Market, which allows trading of odd lots with a minimum of one (1) Unit.

Fractional entitlements to the new Units allotted and issued under the Distribution Reinvestment Plan will be rounded down to the nearest whole Unit, with the fractional entitlements disregarded.

### 1.7. **Rationale of the Distribution Reinvestment Plan**

By the implementation of the Distribution Reinvestment Plan, the Manager is providing Unitholders with an option to receive Distributions, either in the form of Units or cash or a combination of both, declared on the Units held by Unitholders. It enables Unitholders to acquire additional Units without having to incur transaction or other related costs.

AA REIT will also benefit from Unitholders' participation in the Distribution Reinvestment Plan as, to the extent that Unitholders elect to receive distributions in the form of Units, the cash is retained by AA REIT to fund its continuing growth and expansion. The retention of cash and the issue of Units in lieu of cash under the Distribution Reinvestment Plan will also enlarge AA REIT's capital base, strengthen its working capital reserves and improve the liquidity of Units.

### 2. **Listing Application in relation to the Distribution Reinvestment Plan**

Further to the above, the Manager also wishes to announce that it will make an application to the SGX-ST for the listing and quotation of new Units to be issued pursuant to the application of the Distribution Reinvestment Plan to the 3Q FY2015 Distribution (the "**Listing Application**").

### 3. **Further Information**

The Manager will announce the other terms specific to the application of the Distribution Reinvestment Plan to AA REIT's distribution for the 3Q FY2015 Distribution, including the issue price of new Units to be issued pursuant to the application of the Distribution Reinvestment Plan to the 3Q FY2015 Distribution in due course.

### 4. **Important Dates and Time**

9.00 a.m., 4 February 2015	First day of "ex-distribution" trading
5.00 p.m., 6 February 2015	Close of AA REIT's Transfer Books and Register of Unitholders ("Books Closure Date")
5.00 p.m., 3 March 2015	Completed " <i>Declaration for Singapore Tax Purposes Form A and Form B (and annexes)</i> " must be received by the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd.
5.00 p.m., 3 March 2015	Completed Notice of Election in respect of participation in the Distribution Reinvestment Plan must be received by the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd.
26 March 2015	Payment of Distribution

Note:

Any Unitholders and depository agents who wish to participate in the Distribution Reinvestment Scheme for the 3Q FY2015 Distribution must return the Notice of Election to the Unit Registrar by this deadline.

## **BY ORDER OF THE BOARD**

### **AIMS AMP Capital Industrial REIT Management Limited**

(as manager of AIMS AMP Capital Industrial REIT)

(Company Registration No. 200615904N)

Koh Wee Lih

Chief Executive Officer

29 January 2015

### **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 AA REIT 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 AA REIT is not necessarily indicative of the future performance of AA REIT.

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, AA REIT was established with the principal investment objective of owning and investing in a diversified portfolio of income-producing industrial real estate located throughout the Asia Pacific that is used for industrial purposes, including, but not limited to warehousing and distribution activities, business park activities and manufacturing activities. The principal sponsors of AA REIT are the AIMS Financial Group and AMP Capital Investors International Holdings Limited, part of the AMP Group, one of Australia's largest retail and corporate pension providers and one of the region's most significant investment managers. AA REIT's existing portfolio consists of 26 industrial properties, 25 of which are located throughout Singapore with a total appraised value of S\$1.23 billion based on valuations obtained as at 30 September 2014. On 7 February 2014, AA REIT completed the acquisition of a 49.0% interest in Optus Centre, Sydney, Australia at a purchase consideration of A\$184.425 million.

## **About AIMS Financial Group (“AIMS”)**

Established in 1991, AIMS Financial Group (AIMS) is a diversified financial services and investment group with a solid track record and enviable reputation in the mortgage lending, fund management and securitisation markets in Australia, active in the areas of lending, securitisation, investment banking, funds management, property investment and stock broking. AIMS also 100% owns Asia Pacific Stock Exchange (APX) which went live with its first listings on 6 March 2014.

Since 1999, AIMS has raised approximately A\$4.0 billion in funds from the capital markets. Of this, AIMS has issued approximately 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 has actively introduced a number of international investors into the Australian markets and to date has also attracted over A\$1.0 billion of investments into Australia from overseas investors.

AIMS also manages funds domestically and abroad as a part of its funds management business, which amount to over A\$1.5 billion as at March 2014.

AIMS' head office is in Sydney, Australia, and it has businesses across Australia, China, Hong Kong and Singapore. Our highly qualified, professional and experienced cross-cultural teams enable AIMS to bridge the gap between Australia and China across various sectors.

## **About AMP Capital**

AMP Capital is a leading investment house with over A\$142 billion as at 31 March 2014 in funds under management. Ranked as the largest real estate investment manager in Asia according to Towers Watson Global Alternatives Survey 2013 and INREV/ANREV Manager Survey 2013, AMP Capital has over A\$17.4 billion as at 31 March 2014 in global direct and listed real estate funds under management, and over 50 years' of investment experience.

AMP Capital's team of specialists operate across direct and listed real estate and infrastructure, fixed income, equities and diversified funds. AMP Capital is proud to support the AIMS AMP Capital Industrial REIT with specialist expertise across industrial development, industrial asset management and debt management. The team also has access to AMP Capital's structuring and operating professionals with legal, tax, fund accounting and investor relations capabilities.

AMP Capital has established operations in Australia, Bahrain, China, Hong Kong, India, Japan, Luxembourg, New Zealand, the United Kingdom and the United States. AMP Capital's ongoing commitment to the Asian region is exemplified through their strategic partnerships in the region. In 2012, AMP Capital entered a strategic business and capital alliance with Mitsubishi UFJ Trust and Banking Corporation (MUTB), a leading Japanese trust bank which provides services to institutions and retail clients, across retail and corporate banking, trust assets, real estate and global markets. In November 2013, AMP Capital formed a joint venture with China Life Insurance (Group) Company to create China Life AMP Asset Management Company Limited, which will offer retail and institutional investors in China access to investment solutions.

AMP Capital's on the ground resources and extensive network of carefully selected regional investment partners means AMP Capital can source competitive investment opportunities catering to the varied needs of its clients.