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

# NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

#### **Explanatory Notes**

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 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 Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest 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 the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, 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 company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) 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;
- (d) 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
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated 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 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <a href="http://www.mas.gov.sg">http://www.mas.gov.sg</a> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

#### Part I - General

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I	Name of Listed Issuer:
,	AIMS AMP Capital Industrial REIT ("AA REIT")
- [	Type of Listed Issuer:  Company/Corporation
[	Registered/Recognised Business Trust
	Real Estate Investment Trust
١	Name of Trustee-Manager/Responsible Person:
,	AIMS AMP Capital Industrial REIT Management Limited ("REIT Manager")
I	Is more than one Substantial Shareholder/Unitholder giving notice in this form?
	No (Please proceed to complete Part II)
[	Yes (Please proceed to complete Parts III & IV)
[	Date of notification to Listed Issuer:
[.	15-Mar-2019
L	

## Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Sub	stantial Shareholder/Unitholder A
1.	Name of Substantial Shareholder/Unitholder:
	AMP Capital Finance Limited ("AMPCF")
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	15-Mar-2019
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	15-Mar-2019
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
	N/A
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/options/

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

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	70,316,037	48,081,428	118,397,465
As a percentage of total no. of voting shares/units:	10.21	6.98	17.19
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction  No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest 70,316,037	Deemed Interest 21,428,571	<i>Total</i> 91,744,608

	Circumstances giving rise to deemed interests (if the interest is such): [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]
	AMP Capital Investors Limited, AIMS Financial Service Group Pty Ltd, AMPCF, AIMS Financial Holding Limited ("AIMS Financial") and Great World Capital Holdings Limited ("Great World") entered into an implementation agreement dated 21 November 2018 ("Implementation Agreement") in relation to the sale of, inter alia, 500,000 ordinary shares in the capital of the REIT Manager by AMP Capital Investors International Holdings Limited to AIMS Financial (or an affiliate nominated by AIMS Financial), representing 50% of the issued and paid-up share capital of the REIT Manager ("Sale").
	Under the Implementation Agreement, Great World also agreed to buy 70,316,037 units of AA REIT ("Option Units"), representing 10.21% of the current total issued units of AA REIT, from AMPCF, and AMPCF agreed to sell the Option Units to Great World, pursuant to a put and call option arrangement. AMPCF and Great World entered into an agreement in relation to the put and call option arrangement on 28 November 2018 ("Put and Call Option Agreement").
	To secure the obligations of AIMS Financial and Great World under the Implementation Agreement and the Put and Call Option Agreement, AMPCF and AIMS Financial entered into a charge over units deed ("Unit Security Deed") on 28 November 2018 pursuant to which AIMS Financial granted security interests over, inter alia, 48,081,428 units of AA REIT ("Initial Charged Units"), representing 6.98% of the current total issued units of AA REIT, in favour of AMPCF.
	Following discussions between the AIMS and AMP groups, AIMS Financial, AMPCF and Great World entered into an amendment deed ("Amendment Deed") on 15 March 2019. Pursuant to the Amendment Deed, (a) the Unit Security Deed was terminated and AMPCF has accordingly ceased to have security interests over the Initial Charged Units, and (b) AIMS Financial granted security interests over, inter alia, (i) 7,142,857 units of AA REIT ("Subsequent Tranche 1 Charged Units"), representing 1.04% of the current total current issued units of AA REIT and (ii) on the completion date of the Sale, 14,285,714 units of AA REIT ("Subsequent Tranche 2 Charged Units"), representing 2.07% of the current total issued units of AA REIT, in favour of AMPCF.
	Pursuant to section 4(7) of the Securities and Futures Act (Chapter 289) of Singapore, AMPCF is deemed to be interested in the Subsequent Tranche 1 Charged Units and Subsequent Tranche 2 Charged Units.
	Please refer to the attached shareholding chart. Each of AMP Limited, AMP Group Holdings Limited, AMP Holdings Limited and AMP Capital Holdings Limited is deemed to be interested in the units of AA REIT that AMPCF is interested in.
	Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
	Please refer to the attached shareholding chart.
١.	Attachments (if any):
١.	Attachments (if any): (if any): (The total file size for all attachment(s) should not exceed 1MB.)
).	(The total file size for all attachment(s) should not exceed 1MB.)

	(c) 15-digit transaction reference number of the relevant transaction in the Form which was attached in the Initial Announcement:	3
12.	Remarks (if any):	
	The above unitholding percentages are computed based on the current total number of issued units or REIT of 688,720,002 units. Any discrepancies in the percentages listed and totals thereof are due to roun the changes in percentages of the Option Units and the Initial Charged Units of 10.26% and 7.01% initial announced to 10.21% and 6.98% respectively, are due to (i) the allotment and issuance of 1,534,829 units of 10.21% and 6.98% respectively.	ally its of
	AA REIT on 21 December 2018 pursuant to AA REIT's distribution reinvestment plan and (ii) the issuanc 1,619,540 units of AA REIT on 17 January 2019 to the REIT Manager as partial payment of the base fee component of the REIT Manager's management fee for the period of 1 July 2018 to 31 December 2018.	
Sub	stantial Shareholder/Unitholder B	
1.	Name of Substantial Shareholder/Unitholder:	
	AMP Limited	
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No	n the
3.	Notification in respect of:  Becoming a Substantial Shareholder/Unitholder	
	✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Un	itholder
	Ceasing to be a Substantial Shareholder/Unitholder	
4.	Date of acquisition of or change in interest:	
	15-Mar-2019	
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, change in, interest (if different from item 4 above, please specify the date):  15-Mar-2019	or the
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, change in, interest):	or the
	N/A	
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/opwarrants/convertible debentures {conversion price known}) held by Substantial Shareh Unitholder before and after the transaction:	
	mmediately before the transaction	

und	of voting shares/units held and/or derlying the rights/options/warrants/ overtible debentures:	0	120,017,005	120,017,005
As a	a percentage of total no. of voting shares/	0	17.43	17.43
	Immediately after the transaction	Direct Interest	Deemed Intere	est Total
und	of voting shares/units held and/or derlying the rights/options/warrants/ overtible debentures :	0	93,364,148	93,364,148
As a	a percentage of total no. of voting shares/	0	13.56	13.56
3.	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises]	•		•
	Please see Paragraph 8 of Substantial Un to be interested in the 1,619,540 units of Securities and Futures Act (Chapter 289)	AA REIT held by th		
				and the state of the state of
).	Relationship between the Substan [You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding	show the relations	•	•
	[You may attach a chart in item 10 to Unitholders]	show the relations	•	•
	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding	show the relations g chart.	hip between the Su	•
9. 10.	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding  Attachments (if any): (The total file size for all attachments is a replacement of an earlier).	show the relations g chart.  nt(s) should not exce	ease provide:	bstantial Shareholders/
10.	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding  Attachments (if any):  (The total file size for all attachments)	show the relations g chart.  ont(s) should not excent fier notification, position	ease provide:	bstantial Shareholders/
10.	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding  Attachments (if any): (The total file size for all attachments is a replacement of an earlif (a) SGXNet announcement reference.	show the relations g chart.  g chart.  fer notification, p erence of the fin ouncement"):	ease provide:	bstantial Shareholders/
10.	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding  Attachments (if any):  (The total file size for all attachment of an earlif this is a replacement of an earlif (a) SGXNet announcement refer on SGXNet (the "Initial Annotation")	g chart.  g chart.  g chart.  fer notification, preference of the find pouncement"):  ment:  ce number of the	ed 1MB.) ease provide: est notification wh	ich was announced
10.	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding  Attachments (if any): (The total file size for all attachment of an earlif this is a replacement of an earlif (a) SGXNet announcement refer on SGXNet (the "Initial Announce of the Initial Announce of	g chart.  g chart.  g chart.  fer notification, preference of the find pouncement"):  ment:  ce number of the	ed 1MB.) ease provide: est notification wh	ich was announced
11.	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding  Attachments (if any): (The total file size for all attachment of an earlif this is a replacement of an earlif (a) SGXNet announcement refer on SGXNet (the "Initial Announce of the Initial Announce of	g chart.  g chart.  g chart.  fer notification, preference of the find pouncement"):  ment:  ce number of the	ed 1MB.) ease provide: est notification wh	ich was announced
10.	[You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholding  (The total file size for all attachment of an earlif this is a replacement of an earlif (a) SGXNet announcement referon SGXNet (the "Initial Announce")  (b) Date of the Initial Announce which was attached in the Initial Announce wh	g chart.  g char	ed 1MB.) ease provide: st notification wh	ich was announced

Sub	stantial Shareholder/Unitholder C			
1.	Name of Substantial Shareholder/	Jnitholder:		
	AMP Group Holdings Limited			
2.	Is Substantial Shareholder/Unithousecurities of the Listed Issuer are hardy Yes  V No		•	vhose interest in the
3.	Notification in respect of:			
	Becoming a Substantial Sharehold	ler/Unitholder		
	✓ Change in the percentage level of	interest while still re	maining a Substantia	I Shareholder/Unitholder
	Ceasing to be a Substantial Share	holder/Unitholder		
4.	Date of acquisition of or change in	interest:		
	15-Mar-2019			
5.	Date on which Substantial Sharehochange in, interest (if different			•
	15-Mar-2019			
6.	Explanation (if the date of becoming change in, interest):	ng aware is differe	ent from the date of	acquisition of, or the
	N/A			
7.	Quantum of total voting shares/un warrants/convertible debentures (convertible debentures) Unitholder before and after the transport of the state of	conversion price k	_	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the rights/options/warrants/ overtible debentures:	0	120,017,005	120,017,005
As a	a percentage of total no. of voting shares/	0	17.43	17.43
	Immediately after the transaction	Direct Interest	Deemed Interest	Total

0

0

93,364,148

13.56

93,364,148

13.56

No. of voting shares/units held and/or underlying the rights/options/warrants/

As a percentage of total no. of voting shares/

convertible debentures :

units:

8.	Circumstances giving rise to deemed interests (if the interest is such): [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]			
	Please see Paragraph 8 of Substantial Unitholder A's notification above. In addition, AMP Group Holdings Limited is deemed to be interested in the 1,619,540 units of AA REIT held by the REIT Manager pursuant to section 4(5) of the Securities and Futures Act (Chapter 289) of Singapore.			
9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]			
	Please refer to the attached shareholding chart.			
10.	Attachments (if any): (1)			
4.4	(The total file size for all attachment(s) should not exceed 1MB.)			
11.	If this is a <b>replacement</b> of an earlier notification, please provide:  (a) SGXNet announcement reference of the <u>first</u> notification which was announced			
	on SGXNet (the "Initial Announcement"):			
	(b) Date of the Initial Announcement:			
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:			
12.	Remarks (if any):			
	Please see Paragraph 12 of Substantial Unitholder A's notification above.			
Sub	stantial Shareholder/Unitholder D			
1.	Name of Substantial Shareholder/Unitholder:			
••	AMP Holdings Limited			
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes No			

	Notification in respect of:  Becoming a Substantial Sharehold	der/Unitholder		
	✓ Change in the percentage level of	interest while still re	emaining a Substantia	al Shareholder/Unithold
	Ceasing to be a Substantial Share	eholder/Unitholder		
	Date of acquisition of or change in	interest:		
	15-Mar-2019			
5. Date on which Substantial Shareholder/Unitholder became aware of the accordange in, interest (if different from item 4 above, please specify the date				
	15-Mar-2019			
<b>S</b> .	Explanation (if the date of become change in, interest):	ing aware is differ	ent from the date o	f acquisition of, or th
	N/A			
	Quantum of total voting shares/ur warrants/convertible debentures { Unitholder before and after the tra	conversion price l	•	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
No.	of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:	Direct Interest 0	Deemed Interest 120,017,005	Total 120,017,005
No. und con	of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:			
No. und con	of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:	0	120,017,005	120,017,005
No. und con As a unit	of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:  a percentage of total no. of voting shares/s:	0	120,017,005	120,017,005
No. und con  As a unit  No. und con	of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:  a percentage of total no. of voting shares/s:  Immediately after the transaction of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:  a percentage of total no. of voting shares/	0  Direct Interest	120,017,005 17.43 Deemed Interest	120,017,005 17.43 <i>Total</i>
No. und con  As a unit  No. und con  As a	of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:  a percentage of total no. of voting shares/s:  Immediately after the transaction of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:  a percentage of total no. of voting shares/	O  Direct Interest  O  o  o  o  o  o  o  o  o  o  o  o  o	120,017,005  17.43  Deemed Interest 93,364,148  13.56  e interest is such):	120,017,005  17.43 <i>Total</i> 93,364,148  13.56

[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/

Unitholders]

	Please refer to the attached shareholding chart.
10.	Attachments (if any): 1
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a <b>replacement</b> of an earlier notification, please provide:
	(a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (if any):
Subs	stantial Shareholder/Unitholder E
۱.	Name of Substantial Shareholder/Unitholder:
	AMP Capital Holdings Limited
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde
	Ceasing to be a Substantial Shareholder/Unitholder
<b>1</b> .	Date of acquisition of or change in interest:
	15-Mar-2019
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):  15-Mar-2019

7.	Quantum of total voting shares/urwarrants/convertible debentures { Unitholder before and after the tra	conversion price		
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
un	. of voting shares/units held and/or derlying the rights/options/warrants/overtible debentures:	0	120,017,005	120,017,005
As uni	a percentage of total no. of voting shares/	0	17.43	17.43
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
un	of voting shares/units held and/or derlying the rights/options/warrants/nvertible debentures:	0	93,364,148	93,364,148
As uni	a percentage of total no. of voting shares/	0	13.56	13.56
	Please see Paragraph 8 of Substantial Ur Limited is deemed to be interested in th section 4(5) of the Securities and Future:	e 1,619,540 units of A	AA REIT held by the REIT	
9.	Relationship between the Substar [You may attach a chart in item 10 to Unitholders]  Please refer to the attached shareholdin	show the relationsh		
9.	Relationship between the Substar [You may attach a chart in item 10 to Unitholders]	show the relationshing chart.	nip between the Subst	

(b)	Date of the Initial Announcement:
(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12. Rem	narks ( <i>if any</i> ):
Please	e see Paragraph 12 of Substantial Unitholder A's notification above.

### Part IV - Transaction details

r principal amount of convertible ders/Unitholders: reholders/Unitholders (excluding
ders/Unitholders: reholders/Unitholders (excluding
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ties
ants or other convertibles
nolders/Unitholders did not participate
olders/Unitholders did not participate
olders/Unitholders did not participate

	Partic	culars of Individual submitting this notification form to the Listed Issuer:	
	(a)	Name of Individual:	
		Reema Monisha Ramswarup	
	(b)	Designation (if applicable):	
		Company Secretary	
	(c)	Name of entity (if applicable):	
		AMP Capital Finance Limited	
ans.	action 3 1	Reference Number (auto-generated):    3   0   3   4   4   5   1   3   9   7   3	