



(a real estate investment trust constituted on 1 November 2013 under the laws of the Republic of Singapore)

## ANNOUNCEMENT

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

Further to the announcement dated 30 June 2015 by IREIT Global Group Pte. Ltd. (the “**Manager**”), as manager of IREIT Global (“**IREIT**”), in relation to, *inter alia*, the proposed acquisition of Schreiberhauer Straße 2, 4, 6, 8, 10, 12, 14, 16, 18, 20 and 22, Berlin 10317, Germany, a property comprising two connected office buildings of eight storeys and 13 storeys respectively, located in the city of Berlin, Germany (the “**Acquisition**”), the Manager wishes to announce that Laughing Rock 11 B.V., Laughing Rock 12 B.V., Laughing Rock 13 B.V. and Laughing Rock 14 B.V. (collectively, the “**Dutch Holding Companies**” and each a “**Dutch Holding Company**”), which are wholly-owned subsidiaries of IREIT, have entered into a €102,000,000 facility agreement (the “**Facility Agreement**”) with HSH Nordbank AG (the “**Lender**”) to partially finance the Acquisition. The Facility Agreement contains the following change of control provisions which will result in mandatory prepayment:

- (i) DBS Trustee Limited, as trustee of IREIT (the “**Trustee**”), ceases to own directly or indirectly 100 per cent. of the total economic interest<sup>1</sup> of IREIT Global Holdings 4 Pte. Ltd. (the “**Singapore Holding Company**”);
- (ii) the Manager ceases to control<sup>2</sup> directly or indirectly each of the Dutch Holding Companies; or
- (iii) Mr Tong Jinqun ceases to own directly or indirectly at least 50 per cent. of the total economic interest of the Manager,

(the “**Change of Control Conditions**”).

1 For the purposes of the Facility Agreement, “**total economic interest**” means the aggregate amount of (i) the issued share capital, (ii) the capital reserves and (iii) all claims under shareholder loans granted to, the Singapore Holding Company or the Manager (as the case may be).

2 For the purposes of the Facility Agreement, “**control**” of the Dutch Holding Companies means the power (whether by way of ownership of shares, proxy, contract, agency or otherwise) to:

- (i) cast, or control the casting of, more than 50 per cent. of the maximum number of votes that might be cast at a general meeting of any Dutch Holding Company; or
- (ii) appoint or remove all, or the majority, of the directors or other equivalent officers of any Dutch Holding Company; or
- (iii) give directions with respect to the operating and financial policies of any Dutch Holding Company with which the managing directors or other equivalent officers of any Dutch Holding Company are obliged to comply.

DBS Bank Ltd. was the sole global coordinator for the initial public offering and listing of the units in IREIT Global (the “**Offering**”). DBS Bank Ltd. and Barclays Bank PLC, Singapore Branch were the joint issue managers, bookrunners and underwriters for the Offering.

The Lender may in its sole discretion waive the exercise of its rights under the abovementioned change of control provisions.

As at the date of this announcement, there has not been any breach of the Change of Control Conditions. Mr Tong Jinquan has also not entered into any share pledging arrangements in relation to his current shareholding interest in the Manager.

Assuming that the full amount of the Facility Agreement is drawn down, as at the date of this announcement, the aggregate level of facilities of IREIT (including the existing term loan facility of €96.6 million) that may be affected by a breach of the Change of Control Conditions (including facilities which may be affected as a result of cross-defaults) amounts to approximately €198.6 million (approximately S\$299.9 million)<sup>3</sup> (excluding interest and fees).

By Order of the Board

**IREIT Global Group Pte. Ltd.**

(Company Registration No. 201331623K)

As manager of IREIT Global

Itzhak Sella

Chief Executive Officer and Executive Director

27 July 2015

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<sup>3</sup> Based on an assumed exchange rate of €1.00 : S\$1.51.

## **IMPORTANT NOTICE**

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of IREIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of the units in IREIT (“**Units**”) and the income derived from them may rise or fall. The Units are not obligations of, deposits in, or guaranteed by, the Manager, or any of its affiliates. Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that unitholders of IREIT may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The past performance of IREIT or the Manager is not necessarily indicative of the future performance of IREIT or the Manager. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Unitholders of IREIT (“**Unitholders**”) have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that Unitholders 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.