

 <p>AIMS 宝泽</p> <p>AIMS AMP CAPITAL INDUSTRIAL REIT</p>	<p>AIMS AMP CAPITAL INDUSTRIAL REIT MANAGEMENT LIMITED</p> <p>As manager of AIMS AMP Capital Industrial REIT One George Street, #23-03 Singapore 049145</p>
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(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 5 December 2006 (as amended))

Announcement

ENTRY INTO THIRD SUPPLEMENTAL FACILITY AGREEMENT AND DISCLOSURE PURSUANT TO RULE 704(31) OF THE SGX-ST LISTING MANUAL

AIMS AMP Capital Industrial REIT Management Limited, as manager of AIMS AMP Capital Industrial REIT (“**AA REIT**”, and as manager of AA REIT, the “**Manager**”), wishes to announce that HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of AA REIT (the “**Main Borrower**”), and AMP Capital AA REIT Investments (Australia) Pty Limited, in its capacity as trustee of AA REIT Macquarie Park Investment Trust (the “**Co-Borrower**”, and together with the Main Borrower, the “**Borrowers**”), have today entered into a third supplemental agreement (the “**Third Supplemental Agreement**”) to the facility agreement dated 20 November 2014 (as amended and restated pursuant to the supplemental agreement dated 25 July 2016, the second supplemental agreement dated 15 August 2017 and as further amended and restated pursuant to the Third Supplemental Agreement, the “**Facility Agreement**”) with various institutional banks pursuant to which they have secured additional term loan facilities of an aggregate principal amount of Singapore Dollars One Hundred and Twenty-Five Million (S\$125,000,000) and Australian Dollars One Hundred and Ten Million (AUD110,000,000) to partially refinance the Main Borrower’s term loan facilities of Singapore Dollars One Hundred and Twenty-Five Million (S\$125,000,000) and the Co-Borrower’s existing term loan of Australian Dollars One Hundred Ten Million Six Hundred and Sixty-Five Thousand (AUD110,665,000). AA REIT Macquarie Park Investment Trust is a wholly-owned trust of AA REIT constituted on 15 November 2013 which principal activity is to acquire and hold Australian property-related investments. Unless otherwise defined, all capitalised terms used in this Announcement (and the accompanying Appendix) shall have the terms ascribed to them in the Facility Agreement, as amended.

Pursuant to Rule 704(31) of the Listing Manual, the Manager wishes to announce that the Facility Agreement contains certain conditions which make reference to the shareholding interest of its controlling shareholders or places restrictions on a change of control of the Manager (the “**Change of Control Provisions**”, and each, a “**Change of Control Provision**”). A breach of a Change of Control Provision may trigger a mandatory prepayment event, which may, *inter alia*, require the Borrowers to repay all amounts due under the Facility Agreement. A description of the Change of Control Provisions and the aggregate level of the facilities that may be affected by a breach thereof are set out in the Appendix to this Announcement.

As at the date of this Announcement, there has not been any breach of the Change of Control Provisions.

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 June 2018

I.	Relevant Condition
	<p>The Change of Control Provisions are as follows:</p> <p>(a) the Manager or its Affiliates ceases to be the manager of AA REIT without the prior written consent of all the Lenders (who shall act reasonably);</p> <p>(b) Great World Financial Group Pty Ltd (formerly known as AIMS Group Holding Pty Ltd) (“AIMS”) and/or AMP Capital Holdings Limited (“AMP”) cease(s) to have effective control over, or to be (together) the holder(s) of at least half of the issued shares of the Manager, either directly or indirectly¹; or</p> <p>(c) AIMS and AMP (or any of their subsidiaries) cease to remain holders of at least five per cent. (5%) of the units of AA REIT (“Units”) in aggregate save with the prior written consent of all the Lenders (such consent not to be unreasonably withheld).</p>
II.	Aggregate level of facilities that may be affected by a breach of Relevant Condition
	<p>As at the date of this announcement, none of the Change of Control Provisions has been breached.</p> <p>Assuming that the full amounts of the facilities of AA REIT and/or its subsidiaries under the Facility Agreement are fully drawn and based on the actual debt issued by AA REIT and/or its subsidiaries to date (collectively referred to as the “Facilities”), a breach of a Change of Control Provision may cause a mandatory prepayment obligation to arise in respect of the Facility Agreement, and may trigger cross defaults of the Facilities. The aggregate level of Facilities that may be affected is estimated to be approximately S\$627.2 million² (excluding interest) as at 29 June 2018.</p> <p>As at 29 June 2018, the aggregate amount that has been drawn down or issued (as the case may be) under the Facilities is approximately S\$494.9 million².</p>
III.	Additional information
	<p>As at 29 June 2018, AIMS and AMP each holds a 50.0% stake in the Manager, either directly or indirectly. In addition, as at 29 June 2018, AIMS and AMP (or any of their subsidiaries) hold in aggregate 16.8% of the total number of Units in issue.</p>

¹ This Change of Control Provision may be amended or waived only with the consent of the Majority Lenders and the Borrowers.

² Based on the exchange rate of A\$1 = S\$1.007.

Important Notice

The value of units of AIMS AMP Capital Industrial REIT (“**AA REIT**”) (“**Units**”) and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, AIMS AMP Capital Industrial REIT Management Limited (“**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 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.

This announcement 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 announcement 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 the Manager, 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 (“**AIMS**”) and AMP Capital, 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 (including one redevelopment at 3 Tuas Avenue 2) with a total value of S\$1.23 billion based on valuations obtained as at 31 March 2018. AA REIT also has 49.0% interest in one business park property, Optus Centre, which is located in Macquarie Park, New South Wales, Australia, and is valued at A\$450.0 million as at 31 March 2018.

About AIMS Financial Group

Established in 1991, AIMS is a diversified financial services and investment group, active in the areas of mortgage lending, securitisation, investment banking, funds management, property investment, private equity, venture capital, stock broking and high-tech investment. AIMS is also a strategic investor in the Sydney Stock Exchange.

Since 1999, AIMS has raised more than A\$4.0 billion in funds from the capital markets. AIMS has issued approximately A\$3.0 billion of residential mortgage-backed securities, predominantly rated AAA by both Standard & Poor’s and Fitch Ratings and has originated over A\$8.0 billion mortgages.

AIMS has actively introduced a number of international investors into the Australian markets and to date has attracted in excess of A\$1.0 billion of investment funding into Australia from overseas investors. AIMS is the investment manager for AIMS’ funds, which amount to circa A\$2.0 billion.

During the global financial crisis (“**GFC**”), AIMS expanded its activities and acquired three businesses at a time when many other businesses were experiencing immense difficulties.

Since the GFC in 2009, AIMS has completed total asset acquisition and investment volumes of over A\$2.0 billion.

AIMS' head office is in Sydney 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 Asia across various sectors.

www.aims.com.au

About AMP Capital

AMP Capital is one of the largest investment managers in the Asia Pacific region. As part of the AMP Group, we share a heritage that spans over 160 years.

Our home strength in Australia and New Zealand has enabled us to grow internationally, and today we have operations established in Dubai, China, Hong Kong, India, Ireland, Japan, Luxembourg, the United Kingdom and the United States. We also collaborate with a network of global investment partners, leveraging our shared capabilities to provide greater access to new investment opportunities.

Our asset class specialists, investment strategists and economists work together with the aim of delivering strong investment outcomes for clients. That is why our clients trust us to invest over A\$187.7 billion (as at 31 December 2017) on their behalf, across a range of single sector and diversified funds.

www.ampcapital.com.au