



(Constituted in the Republic of Singapore pursuant to a trust deed dated 12 July 2007 (as amended))

## ACQUISITION OF ADDITIONAL NURSING HOME AND CARE FACILITY PROPERTY LOCATED IN JAPAN

### 1. INTRODUCTION

#### 1.1 Agreement to Purchase Additional Nursing Home Property in Japan

Parkway Trust Management Limited, as manager of Parkway Life Real Estate Investment Trust (“**Parkway Life REIT**”, and as manager of Parkway Life REIT, the “**Manager**”), is pleased to announce that HSBC Institutional Trust Services (Singapore) Limited, as trustee of Parkway Life REIT (the “**Trustee**”), has through its wholly-owned subsidiary, Parkway Life Japan4 Pte. Ltd. (the “**SPV**”), entered into a *Tokumei Kumiai* agreement (or silent partnership agreement, the “**TK Agreement**”) with Godo Kaisha SAMURAI 9, a *Godo Kaisha* incorporated under Japanese laws (the “**TK Operator**”) in relation to the acquisition of Ocean View Shonan Arasaki, a nursing home and care facility property located in Japan (the “**Property**”) by the TK Operator (the “**Acquisition**”) at a purchase price of approximately ¥1,700,000,000 (approximately S\$18.9 million<sup>1</sup>) (the “**Purchase Price**”). Completion is expected to take place by January 2015 (“**Closing Date**”).

The TK Operator has today entered into a conditional purchase and sale agreement (“**Purchase and Sale Agreement**”) with Oueikikaku Kabushiki Kaisha for the purchase of the Property (the “**Vendor**”).

#### 1.2 Certain Information on the Property

Property	Lessee	Location	No. of Rooms	Type of Property
Ocean View Shonan Arasaki	Oueikikaku Kabushiki Kaisha	Yokosuka City, Kanagawa, Japan	79	Nursing home and care facility

#### 1.3 Manner of Acquiring and Holding the Property

Under the TK Agreement, a company established under Japanese laws, and known as a “*Godo Kaisha*”, will own the Property. A *Godo Kaisha* is a company similar to a limited liability company in Singapore whose members are only liable to the extent of their contribution to the *Godo Kaisha*<sup>2</sup>.

Prior to the Closing Date, the SPV, which is wholly-owned by Parkway Life REIT, shall inject funds into the TK Operator (the “**Parkway Life REIT TK Investment**”) and, as provided for in the Purchase and Sale Agreement, the TK Operator will acquire the Property from the Vendor.

<sup>1</sup> Based on the exchange rate of S\$1.00 : ¥90.00 (the “**Exchange Rate**”). Unless otherwise stated, all conversions of ¥ amounts into S\$ in this announcement will be based on the Exchange Rate.

<sup>2</sup> See also paragraph 5.4 below.

The completion of the Acquisition will be subject to the satisfaction of a number of conditions including, *inter alia*, compliance with certain applicable laws and regulations and the obtaining of certain applicable governmental and regulatory approvals.

#### **1.4 Building Lease Agreement**

The TK Operator will pursuant to a fresh 20 year building lease agreement, grant a building lease to Oueikikaku Kabushiki Kaisha (the "**Lessee**"), a Japanese *kabushiki kaisha*, at an annual gross rental of approximately ¥130,900,000 (approximately S\$1.45 million) for the Property (the "**Building Lease Agreement**"). The Property will also have a backup operator agreement. (See paragraph 1.5 below for details.)

#### **1.5 Backup Operator Agreement**

The TK Operator has entered into a backup operator agreement with Living Platform, Ltd. (the "**Backup Operator**") and the Lessee in relation to the Property (the "**Backup Operator Agreement**").

The assumption of the role of the Lessee by the Backup Operator under the Backup Operator Agreement is to ensure that the business for the fee-charging nursing home for the aged and other ancillary business run smoothly in the event of any cancellation or termination of the current lease.

#### **1.6 Asset Management Agreement**

The TK Operator has entered into an asset management agreement with Black Hills Investment, Ltd., a Japanese *kabushiki kaisha* ("**Black Hills**", or the "**Asset Manager**") in respect of the Property (the "**Asset Management Agreement**"). The Asset Manager is responsible for the servicing, administration and management of the Property.

The Asset Manager shall be appointed for an initial term up to 30 June 2016, and its appointment shall thereafter be automatically renewed for successive two-year periods unless the TK Operator or the Asset Manager gives a notice of non-renewal in accordance with the terms of the Asset Management Agreement.

#### **1.7 Information on the Vendor/Lessee and the Asset Manager**

The Vendor/Lessee, Oueikikaku Kabushiki Kaisha is a nursing home operator established since 2006 with a paid up capital of JPY 30 million as at September 2014. As at end of 2013, Oueikikaku Kabushiki Kaisha has about 50 employees managing three aged care/group homes in the Yokohama and Hiratsuka Prefectures.

Black Hills is a private real estate asset management firm that was founded in March 2007 in Japan with its core business -in the real estate markets. The assets under Black Hills' management is approximately ¥35billion (approximately S\$389 million) as at 31 October 2014.

## **2. RATIONALE FOR THE ACQUISITION**

### **2.1 DPU Accretion**

Based on the expected net property yield of the Acquisition of 6.9%<sup>3</sup>, the Manager believes that the Acquisition will be DPU-accretive to the unitholders of Parkway Life REIT (“Unitholders”), using pro forma historical financial information for the purpose of analysis.

### **2.2 Consistency with Parkway Life REIT's principal investment strategy**

The Acquisition is in line with the investment criteria stated in the prospectus of Parkway Life REIT dated 7 August 2007. The principal investment strategy of the Manager is to invest in income-producing real estate and/or real estate-related assets in the Asia-Pacific region (including Singapore) that are primarily used for healthcare and/or healthcare related purposes (including but not limited to, hospitals, healthcare facilities and real estate and/or real estate assets used in connection with healthcare research, education, and the manufacture or storage of drugs, medicine and other healthcare goods and devices), whether wholly or partially owned, and whether directly or indirectly held through the ownership of special purpose vehicles whose primary purpose is to own such real estate. As such, the Acquisition is consistent with Parkway Life REIT's principal investment strategy.

### **2.3 Income Diversification**

The Acquisition is expected to benefit Unitholders by improving income diversification and reducing the reliance of Parkway Life REIT's income stream on any single property.

### **2.4 Competitive Strengths of the Property**

The Manager believes that the high operational occupancy of the Property of approximately 96% as at 31 August 2014 reflects the competitive strengths of the Property. The Property is well located in the residential area of Yokosuka City, one of the major cities in the Kanagawa Prefecture. Situated along the scenic Sagami Bay which is at the east side of Miura Peninsula, the Property is accessible via Misakiguchi train station. In addition, the Property is well operated by an experienced operator who has adequate experience in managing the operation of nursing home and care facility properties in Japan.

## **3. CERTAIN PRINCIPAL TERMS OF THE ACQUISITION**

### **3.1 Purchase Price**

The Purchase Price for the Property, exclusive of Japanese consumption tax and other estimated fees and expenses (including the acquisition fee, stamp duty, taxes payable, advisory fees, professional fees and expenses), was arrived at on a willing-buyer and willing-seller basis after taking into account the valuation of the Property by the independent valuer. Such valuation for the Property as at 31 October 2014 is set out in paragraph 3.3 below.

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<sup>3</sup> The expected net property yield is computed by dividing the contractual net property income by the Purchase Price of the Property.

The Purchase Price will be paid in cash to the Vendor on the Closing Date after making the relevant adjustments for security deposits and allocations of taxes, expenses and revenues in relation to the Property pursuant to the terms of the Purchase and Sale Agreement.

### **3.2 Acquisition Fee**

Upon completion of the Acquisition, an acquisition fee of approximately S\$189,000 is payable to the Manager pursuant to the trust deed dated 12 July 2007 (as amended), which may be payable in the form of cash and/or Units as the Manager may elect.

### **3.3 Valuation of the Property**

K.K. Halifax Associates (Colliers International Tokyo) ("**Colliers**"), an independent valuer, has been commissioned by the Trustee (in its capacity as trustee of Parkway Life REIT) to prepare an independent valuation of the Property. In its valuation report dated 11 November 2014, Colliers stated that the appraisal value of the Property as at 31 October 2014 is ¥1,810,000,000 (approximately S\$20.1 million).

The valuation was prepared with an emphasis on the Discounted Cash Flow Method with the Cost Approach Value used as a reference and the Purchase Price is in line with the valuation of the Property.

## **4. MATERIAL IMPACT**

The above transaction is not expected to have any material impact on the consolidated net tangible assets or distributions per Unit for the financial year ending 31 December 2013.

## **5. OTHER INFORMATION**

### **5.1 Rule 1006 of the Listing Manual**

Based on the relative figures as computed on the bases set out in Rule 1006 of the listing manual of Singapore Exchange Securities Trading Limited (the "**Listing Manual**"), the Acquisition is a "Non-Discloseable Transaction" within the meaning of Rule 1008 of the Listing Manual.

### **5.2 Interests of the Directors and Controlling Unitholders**

Based on information available to the Manager, as at the date of this announcement, none of the directors of the Manager or the controlling Unitholders has any interest, direct or indirect, in the Acquisition.

### **5.3 Service Contracts**

No person is proposed to be appointed as a director of the Manager in connection with the Acquisition.

### **5.4 TK Operator**

Pursuant to the Purchase and Sale Agreement, the TK Operator will acquire the Property from the Vendor, and the title deed to the Property will be held by the TK Operator, as the

legal owner of the Property. It should be noted that the title deed of the Property is held by the TK Operator and not by the Trustee directly due to the nature of the arrangements under the TK Agreement. As such, the Trustee is not the legal owner of the Property and has no direct control over the Property nor how it is managed. Should the TK Operator become insolvent, the Trustee's right to distribution under the TK Agreement would be treated as a bankruptcy claim, and would rank junior to all debt obligations owed by the TK Operator.

Given that only the TK Operator has rights against and obligations to third parties as the legal owner of the Property, third parties will have no recourse against the SPV, as the silent partner, and the liability of Parkway Life REIT (as a TK investor through the SPV) is thus limited to the amount of the Parkway Life REIT TK Investment.

## **5.5 Documents for Inspection**

Copies of the Purchase and Sale Agreement and the valuation report of Colliers on the Property are available for inspection during normal business hours at the registered office of the Manager at 80 Robinson Road, Singapore 068898 for a period of three months commencing from the date of this announcement.

BY ORDER OF THE BOARD  
Parkway Trust Management Limited  
(Company Registration no. 200706697Z)  
As manager of Parkway Life Real Estate Investment Trust

Chan Wan Mei  
Company Secretary  
19 December 2014

## **Important Notice**

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for units in Parkway Life Real Estate Investment Trust ("**Parkway Life REIT**") and the units in Parkway Life REIT, the "**Units**").

The value of Units and the income from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, Parkway Trust Management Limited, as manager of Parkway Life REIT (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 Parkway Life 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.

The past performance of Parkway Life REIT or the Manager is not necessarily indicative of the future performance of Parkway Life REIT or the Manager.

This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in these 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, shifts in expected levels of property rental income, changes in operating expenses, property expenses, governmental and public policy changes and the continued availability of financing in the amounts and on the terms necessary to support Parkway Life REIT's future business. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events.