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THE SECURITIES OF IREIT GLOBAL HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT. THERE WILL BE NO PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES.



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

LISTING OF IREIT GLOBAL

*Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of IREIT Global dated 4 August 2014 and registered by the Monetary Authority of Singapore on 4 August 2014 (the “**Prospectus**”).*

DBS Bank Ltd. is the Sole Global Coordinator for the Offering (the “**Sole Global Coordinator**”). DBS Bank Ltd. and Barclays Bank PLC, Singapore Branch are the Joint Issue Managers, Bookrunners and Underwriters for the Offering (collectively, the “**Joint Bookrunners**”).

Issue of Units in IREIT Global (“IREIT”)

IREIT Global Group Pte. Ltd., as manager of IREIT (the “**Manager**”) is pleased to announce that the Manager has issued 419,336,000 units in IREIT (“**Units**”) comprising:

- (i) 167,733,000 Units issued pursuant to the initial public offering of IREIT (the “**Offering**”), consisting of (a) an international placement of 156,373,000 Units to investors outside the United States (“**Placement Tranche**”), of which 79,675,000 Units under the Placement Tranche have been issued to Mr Lim Chap Huat as disclosed in the Prospectus and (b) an offering of 11,360,000 Units to the public in Singapore (“**Public Offer**”); and
- (ii) an aggregate of 251,603,000 Units (the “**Summit Units**”) subscribed for by Wealthy Fountain Holdings Inc and Mr Tong Jinquan pursuant to separate subscription agreements dated 10 July 2014 with the Manager as disclosed in the Prospectus.

Together with the 1,000 Units held by Mr Itzhak Sella in issue prior to the issuance of the 419,336,000 Units as described above, the total number of Units in issue after completion of the Offering will be 419,337,000 Units.

The Units will commence trading on a “ready” basis at 2.00 p.m. on 13 August 2014.

Completion of Acquisition of the Initial Portfolio

The Manager is pleased to announce that IREIT has today completed the acquisition of Bonn Campus, Darmstadt Campus, Münster Campus and Concor Park (the “**Initial Portfolio**”).

Use of Proceeds

Gross proceeds of S\$369.0 million have been raised from the Offering and the issuance of the Summit Units, and an amount of €96.6 million (S\$162.6 million¹) has been drawn down from the Facility (as defined herein). Of the gross proceeds raised and the amount drawn down, S\$528.5 million will be disbursed towards the following:

- (i) S\$476.6 million towards the acquisition of the Initial Portfolio; and
- (ii) S\$51.9 million towards the payment of transaction costs.

The above is in accordance with the stated use and amount allocated in the Prospectus. The Manager will make further announcements via SGXNET on the utilisation of the remainder of the gross proceeds from the Offering and the issuance of the Summit Units as and when such funds are materially disbursed.

Disclosures Pursuant to Rule 704(31) of the Listing Manual

The Manager also wishes to announce that the €96.6 million term loan facility (the “**Facility**”) obtained from DekaBank Deutsche Girozentrale (the “**Lender**”) has been fully drawn down. The Facility contains the following change of control events which may constitute events of default under the Facility and may result in, *inter alia*, mandatory prepayment:

- (i) DBS Trustee Limited, as trustee of IREIT (the “**Trustee**”), ceases to own directly or indirectly 100% of the total economic interest² of a Singapore Holding Company or a Singapore Financing Company;
- (ii) the Manager ceases to control³ directly or indirectly each of the Dutch Holding Companies; or

¹ Based on EUR/SGD exchange rate of €1.00 : S\$1.6836.

² For the purposes of the Facility, “**total economic interest**” means the aggregate amount of:

- (i) the issued share capital of the Singapore Holding Companies, the Singapore Financing Companies and/or the Manager as the case may be;
- (ii) the capital reserves of the Singapore Holding Companies, the Singapore Financing Companies and/or the Manager, as the case may be; and
- (iii) all claims under shareholder loans granted to the Singapore Holding Companies, the Singapore Financing Companies and/or the Manager, as the case may be.

³ For the purpose of the Facility, “**control**” means the power (whether by way of ownership or shares, proxy, contract, agency or otherwise) to:

- (i) cast, or control the casting of 100 per cent of the maximum number of votes that might be cast at a respective general meeting; or
- (ii) appoint or remove all, or the majority, of the directors or other equivalent officers of the Dutch Holding Companies; or
- (iii) give directions with respect to the operating and financial policies of the Dutch Holding Companies with which the managing directors or other equivalent officers of the Dutch Holding Companies are obliged to comply.

- (ii) Mr Tong Jinquan ceases to own directly or indirectly at least 50% of the total economic interest of the Manager,

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

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.

Waiver from compliance with Rule 705(2) of the Listing Manual

The Manager also wishes to announce that the SGX-ST has granted IREIT a waiver (the “**Waiver**”) from compliance with Rule 705(2) of the Listing Manual, which would otherwise require IREIT to announce its third quarter financial results ending 30 September 2014, on the basis that as at the end of the third quarter ending 30 September 2014, the Initial Portfolio would have been in place for about 1.5 months and this will be too short for the preparation of meaningful financial statements. The Waiver is subject to the following conditions:

- IREIT announcing the Waiver, the reasons for seeking the Waiver and the conditions as required under Rule 107 of the Listing Manual;
- submission of a written confirmation from the Manager that the Waiver does not contravene any laws and regulations governing IREIT and the Trust Deed; and
- submission of a written confirmation from the Manager that it is not aware of any information that will have a material bearing on investors’ decision which has yet to be announced by IREIT.

IREIT’s first financial reporting announcement will cover the period from 13 August 2014 to 31 December 2014 inclusive.

By Order of the Board
Itzhak Sella
Chief Executive Officer and Executive Director

IREIT Global Group Pte. Ltd.
(Company Registration No. 201331623K)
As manager of IREIT Global

13 August 2014

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 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, DBS Trustee Limited (as trustee of IREIT), Sella Holdings Pte. Ltd. (the “**Sponsor**”), the Sole Global Coordinator, the Joint Bookrunners or any of their respective affiliates.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Holders of Units (“**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.

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 forward-looking statements as a result of a number of risks, uncertainties and assumptions. Predictions, projections or forecasts of the economy or economic trends of the markets are not necessarily indicative of the future or likely performance of IREIT. The forecast financial performance of IREIT is not guaranteed. A potential investor is cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager’s current view of future events.

This announcement is not an offer or sale of the Units in the United States. The Units have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. Any public offering of the Units in the United States would be made by means of a prospectus that would contain detailed information about IREIT, the Manager and their management, as well as financial statements. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States. The Units are being offered and sold outside the United States (including to institutional and other investors in Singapore) in reliance on Regulation S under the Securities Act.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.