



**maple<sup>̄</sup>tree**  
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## Extraordinary General Meeting

The Proposed Acquisition of  
Mapletree Kobe Logistics Centre, Japan

21 February 2020

# Disclaimer

This presentation has been prepared by Mapletree Logistics Trust Management Ltd. (in its capacity as the manager of Mapletree Logistics Trust ("**MLT**", and the manager of MLT, the "**Manager**") for information purposes only and should not be used for any other purposes. The content of this presentation has not been reviewed by any regulatory authority. The information and opinions in this presentation provided as at the date of this presentation (unless stated otherwise) are subject to change without notice. The accuracy of such information and opinions are not guaranteed and this presentation may not contain all material information concerning MLT. None of the Manager, MLT nor any of their respective affiliates, advisors and representatives or any of their respective holding companies, subsidiaries, affiliates, associated undertakings or controlling persons, or any of their respective directors, officers, partners, employees, agents, representatives, advisers or legal advisers make any representation or warranty, express or implied and whether as to the past or the future regarding, and none of them assumes any responsibility or liability whatsoever (in negligence or otherwise) for, the fairness, accuracy, completeness or correctness of, or any errors or omissions in, any information contained herein or as to the reasonableness of any assumption contained herein or therein, or for any loss howsoever arising whether directly or indirectly from any use, reliance or distribution of these materials or its contents or otherwise arising in connection with this presentation. Further, nothing in this presentation should be construed as constituting legal, business, tax or financial advice. None of Mapletree Investments Pte Ltd (the "**Sponsor**"), MLT, the Manager, HSBC Institutional Trust Services (Singapore) Limited (as the trustee of MLT) or any of their respective subsidiaries, affiliates, advisors, agents or representatives have independently verified, approved or endorsed the material herein.

The value of the units in MLT ("**Units**") and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, 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 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 presentation may contain forward-looking statements that involve assumptions, risks and uncertainties. Such forward-looking statements are based on certain assumptions and expectations of future events regarding MLT's present and future business strategies and the environment in which MLT will operate, and must be read together with those assumptions. The Manager does not guarantee that these assumptions and expectations are accurate or will be realised. 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. Although the Manager believes that such forward-looking statements are based on reasonable assumptions, it gives no assurance that such expectations will be met. Representative examples of these risks, uncertainties and assumptions 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, governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. The past performance of MLT and the Manager is not necessarily indicative of their future performance. The forecast financial performance of MLT (if any) is not guaranteed. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view of future events. No assurance can be given that the future events will occur or that projections will be achieved. The Manager does not assume any responsibility to amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events, or otherwise. You should conduct your own independent analysis of the Sponsor, the Manager and MLT, including consulting your own independent legal, business, tax and financial advisers and other advisers in order to make an independent determination of the suitability, merits and consequences of investment in MLT.

These materials contain a summary only and do not purport to contain all of the information that may be required to evaluate any potential transaction mentioned in this presentation, including the proposed acquisition by MLT of a property in Japan as an interested person transaction, which may or may not proceed. This presentation is for information purposes only and does not constitute or form part of an offer, solicitation, recommendation or invitation for the sale or purchase of any securities of MLT in Singapore or any other jurisdiction. No part of it nor the fact of its presentation shall form the basis of or be relied upon in connection with any investment decision, contract or commitment whatsoever.

For terms not defined herein, please refer to the Circular "The Proposed Acquisition Of A Property in Japan As An Interested Person Transaction" dated 5 February 2020 (the "**Circular**").

# Notice of EGM and Circular

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## MAPLETREE LOGISTICS TRUST

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 5 July 2004 (as amended))

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING ("EGM") of the holders of units of Mapletree Logistics Trust ("MLT", and the holders of units of MLT, "Unitholders") will be held on 21 February 2020 (Friday) at 2:30 p.m. at 20 Pasir Panjang Road, Mapletree Business City, Town Hall – Auditorium, Singapore 117439, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

#### THE PROPOSED ACQUISITION OF A PROPERTY IN JAPAN AS AN INTERESTED PERSON TRANSACTION

That:

- (i) approval be and is hereby given for the proposed acquisition of an effective interest of 98.47% in the property known as Mapletree Kobe Logistics Centre in the manner described in the circular to Unitholders dated 5 February 2020 (the "Proposed Acquisition");
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition; and
- (iii) Mapletree Logistics Trust Management Ltd., as manager of MLT (the "Manager"), any director of the Manager ("Director"), and HSBC Institutional Trust Services (Singapore) Limited, as trustee of MLT (the "Trustee"), be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required (the "Acquisition Documents")) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of MLT to give effect to the Proposed Acquisition and all transactions contemplated under the Acquisition Documents, and in this connection, the board of directors of the Manager (the "Board") be hereby authorised to delegate such authority to such persons as the Board deems fit.

#### BY ORDER OF THE BOARD

Mapletree Logistics Trust Management Ltd.

(Company Registration No. 200500947N)  
As Manager of Mapletree Logistics Trust

Wan Kwong Weng  
Joint Company Secretary

Singapore  
5 February 2020

#### Important Notice:

1. A Unitholder who is not a Relevant Intermediary (as defined herein) entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
2. A Unitholder who is a Relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of the Unitholder, but each

proxy must be appointed to exercise the rights attached to a different unit in MLT ("Unit") or Units held by such Unitholder. Where such Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed in the Proxy Form (as defined herein).

"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
  - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 96 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. The instrument appointing a proxy or proxies (the "Proxy Form") must be deposited at the office of MLT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 2:30 p.m. on 19 February 2020, being 72 hours before the time fixed for the EGM.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing, administration and analysis by the Manager and the Trustee (or their agents) of proxies and representative(s) appointed for the EGM (including any adjournment thereof) and the preparation and completion of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

#### Measures to Minimise Risk of Wuhan Coronavirus

In view of the Wuhan Coronavirus situation, the following steps will be taken for Unitholders and others attending the EGM to minimise the risk of community spread of the Wuhan Coronavirus:

1. All persons attending the EGM will be required to undergo a temperature check and sign a health declaration form in respect of whether they have been to mainland China during the 14 days prior to the date of the EGM (i.e. commencing from and including Friday, 7 February 2020).
2. Any person who has been in mainland China, irrespective of nationality, during the said 14 days period will not be permitted to attend the EGM. This health declaration form will also be used for contact tracing, if required.
3. Any person who has fever will not be permitted to attend the EGM. We may also at our discretion deny entry to persons exhibiting flu-like symptoms.
4. There will not be any food served at the EGM.

Unitholders who are feeling unwell on the date of the EGM are advised not to attend the EGM. Unitholders are also advised to arrive at the EGM venue early given that the above-mentioned measures may cause delay in the registration process.

As the Wuhan Coronavirus situation continues to evolve, the Manager will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Unitholders and others attending the EGM.

The Manager seeks the understanding and cooperation of all Unitholders to minimise the risk of community spread of the Wuhan Coronavirus.

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## MAPLETREE LOGISTICS TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 5 July 2004 (as amended))

CIRCULAR DATED 5 FEBRUARY 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION



Singapore Exchange Securities Trading Limited (the "SGX-ST") takes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained, in this Circular. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

If you have sold or transferred all your units in Mapletree Logistics Trust ("MLT") and the units in MLT, the "Units", you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form in this Circular, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular does not constitute an offer of securities in the United States or any other jurisdiction. The securities of MLT will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under the securities laws of any state or other jurisdiction of the United States, and any such new securities may not be offered or sold within the United States except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. The Manager (as defined herein) does not intend to conduct a public offering of any securities of MLT in the United States.

#### CIRCULAR TO UNITHOLDERS IN RELATION TO:

#### THE PROPOSED ACQUISITION OF A PROPERTY IN JAPAN AS AN INTERESTED PERSON TRANSACTION

IMPORTANT DATES AND TIMES FOR UNITHOLDERS	
Last date and time for lodgement of Proxy Forms	18 Feb 2020 (Tuesday) at 2:30 p.m.
Date and time of Extraordinary General Meeting ("EGM")	21 Feb 2020 (Friday) at 2:30 p.m.
Place of EGM	20 Pasir Panjang Road, Mapletree Business City, Town Hall – Auditorium, Singapore 117439

Managed by

MAPLETREE LOGISTICS TRUST  
MANAGEMENT LTD.

Independent Financial Adviser to the Independent Directors, the Audit and Risk Committee and the Trustee (each as defined herein)

EY

# EGM Resolution

The Independent Financial Adviser<sup>(1)</sup> is of the opinion that the Proposed Acquisition is on normal commercial terms and is not prejudicial to the interests of MLT and its minority Unitholders

Accordingly, the IFA has advised the Independent Directors and the Audit and Risk Committee to recommend that Unitholders vote in favor of the Proposed Acquisition

## Resolution

- The Proposed Acquisition of a Property in Japan as an Interested Person Transaction

1) The Manager has appointed Ernst & Young Corporate Finance Pte Ltd (the "**Independent Financial Adviser**"), pursuant to Rule 921(4)(a) of the Listing Manual, as well as to advise the independent directors of the Manager (the "**Independent Directors**"), the audit and risk committee of the Manager (the "**Audit and Risk Committee**") and the Trustee in relation to the Proposed Acquisition.

# Agenda

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- **Acquisition Overview and Rationale**
- **Financial Details**
- **EGM Resolution**

# Acquisition Overview and Rationale



# Overview of Mapletree Kobe Logistics Centre

Agreed Property Value

**JPY22,200.0 mil**  
~\$276.0 mil

Implied Net Property  
Income ("NPI") Yield

~4.0%

Net Lettable Area  
("NLA")

**84,783 sq m**

Occupancy  
Rate

**99.7%**

Weighted Average  
Lease Expiry ("WALE")

**4.2 years<sup>1</sup>**



<b>The Property</b>	Modern 4-storey logistics facility with double rampways, strategically located within an established logistics cluster in Kobe	
<b>Building Completion</b>	25 April 2019	
<b>Independent Valuation</b>	CBRE K.K.: JPY22,300.0 million (~\$277.3 million)	International Appraisals Incorporated: JPY22,700.0 million (~\$282.2 million)
<b>Land Lease Expiry</b>	Freehold	
<b>Clear Ceiling Height</b>	5.5 m	
<b>Floor Loading</b>	15 kN per sq m	
<b>Column Grid</b>	11.8 m by 12.2 m	
<b>Key Tenant(s)</b>	Workman Co., Ltd F-Line Co., Ltd Kyocera Corporation	

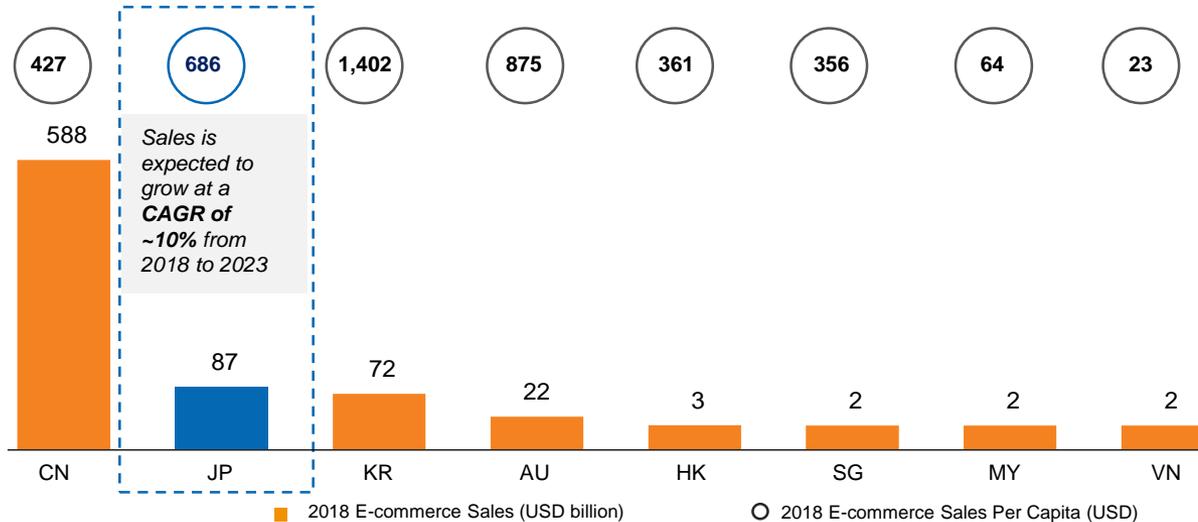
All information is as at Latest Practicable Date (29 January 2020) unless otherwise stated.

1) By NLA.

# 1A Rising Demand for Modern Warehouse Space Underpinned by Structural Trends

## Second Largest E-commerce Market in Asia Pacific, with 5-Year CAGR of 10%

E-commerce Sales and E-commerce Sales Per Capita in Asia Pacific (USD billion, USD)

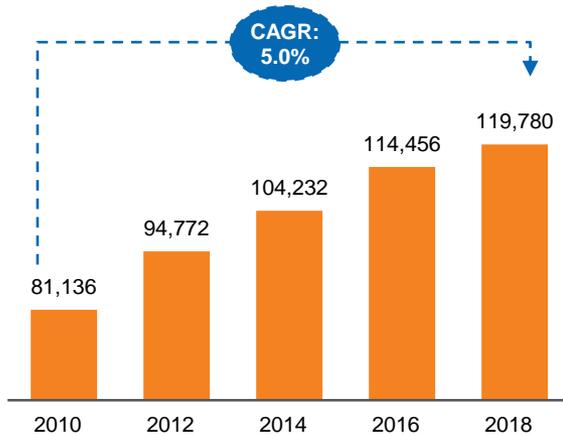


Source: Independent Market Research Consultant.

- **Sizeable e-commerce market** – second largest e-commerce market and third highest per capita e-commerce sales in Asia Pacific
- E-commerce market is expected to **grow at CAGR of ~10%** from 2018 to 2023
- E-commerce players typically require 2 to 3 times as much warehouse space as traditional retailers

## Rising Popularity of Convenience Stores

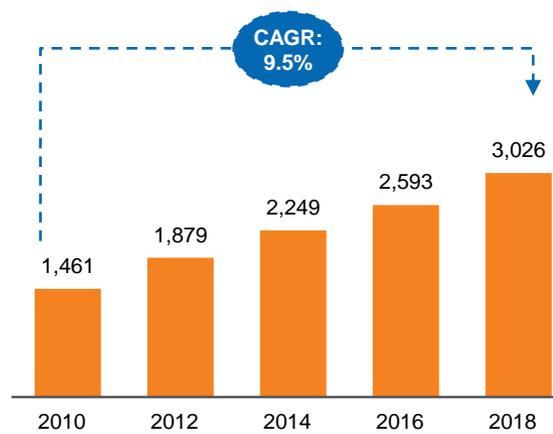
Convenience Stores Sales and Growth (JPY billion)



Source: Independent Market Research Consultant.

## Growing 3PL Market

3PL Sales and Growth (JPY billion)

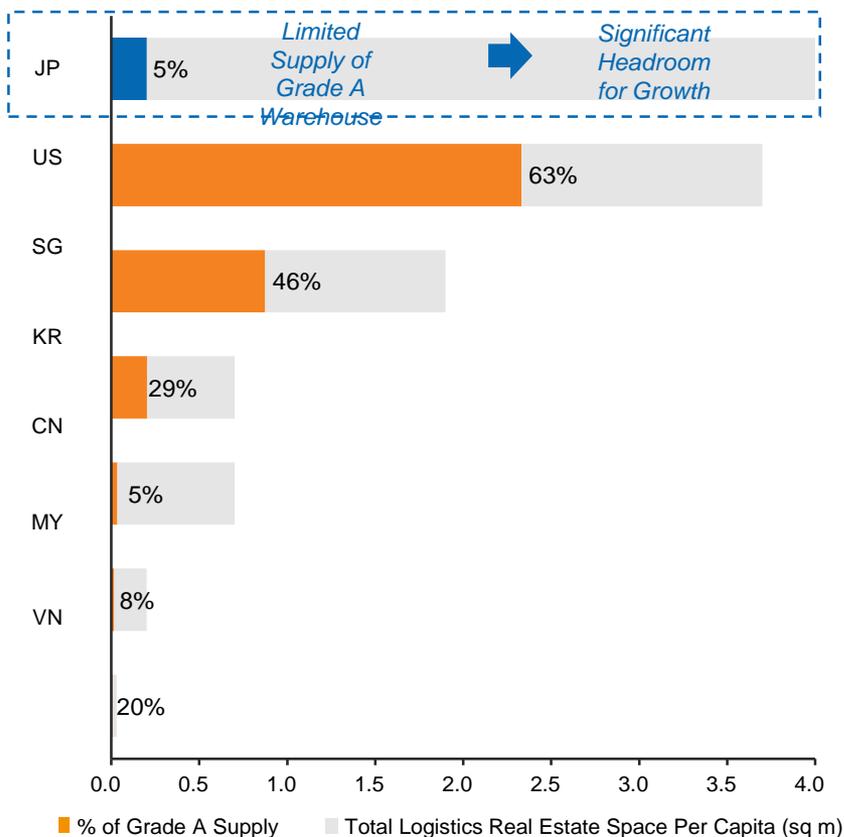


Source: Independent Market Research Consultant.

- **Convenience stores require efficient logistics distribution hubs** near key population catchments to facilitate high throughput -> drives demand for modern logistics space in prime locations
- 3PLs contributed ~45% of net absorption of Grade A warehouse in 2018. **Further growth in 3PL market is expected to bolster the demand for logistics space**

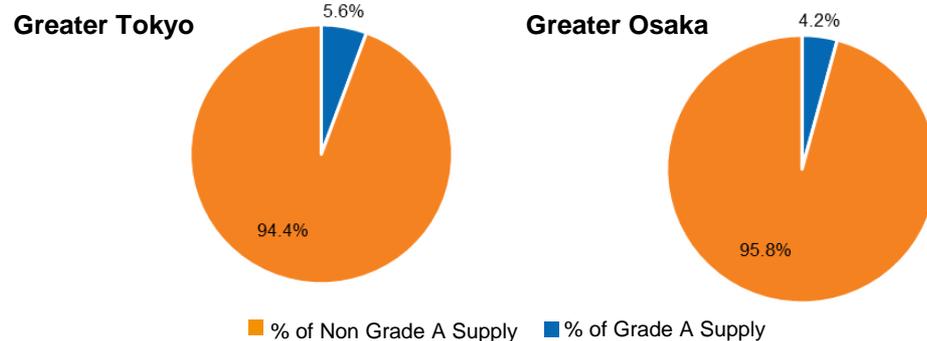
# 1B Limited Supply of Grade A Warehouse Space with Falling Vacancy Rates

Logistics Real Estate Space Per Capita and Grade A Warehouse Supply as % of Total Stock (sq m, %)



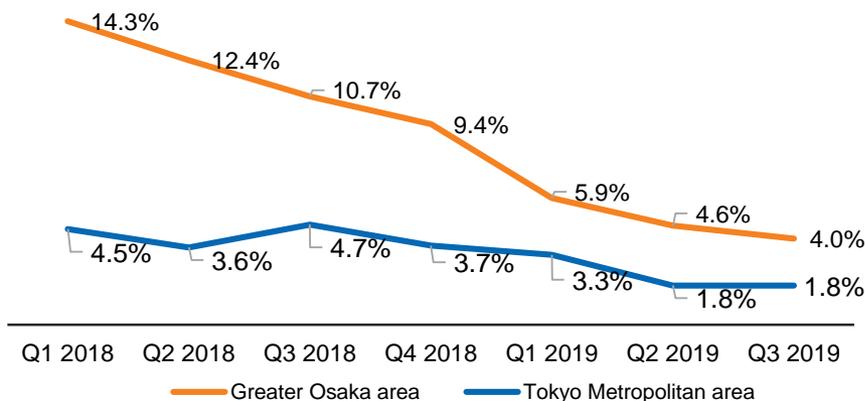
Source: Independent Market Research Consultant and MLT Circular to Unitholders dated 1 November 2019.

Modern Logistics Facilities Relative to Overall Warehouse Stock (%)



Source: Independent Market Research Consultant.

Vacancy Rate in the Greater Osaka Logistics Market (%)



Source: Independent Market Research Consultant.

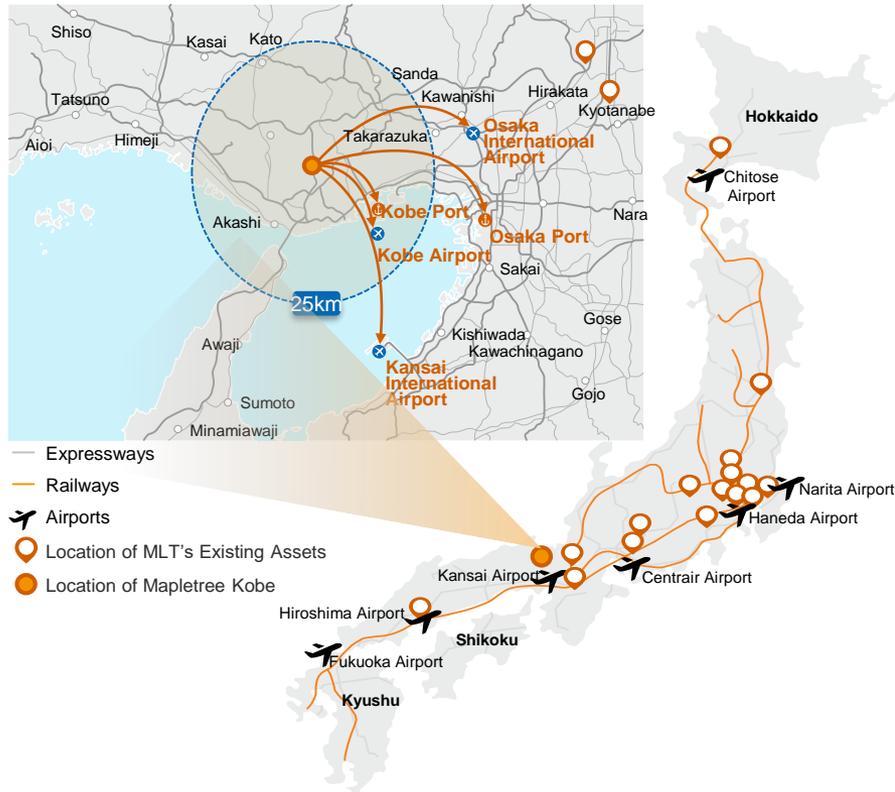
- Only 5% of total stock in Japan are of Grade A specifications
- Modern Grade A warehouse stock is estimated to account for only 4.2% of total warehouse stock in Greater Osaka
- Sustained demand for logistics space led to a decline in vacancy rate for six consecutive quarters from 14.3% in 1Q 2018 to 4.0% in 3Q of 2019

2

# Deepens MLT's Network Connectivity in Japan

## Excellent Connectivity to Transport Infrastructure and Key Population Catchments

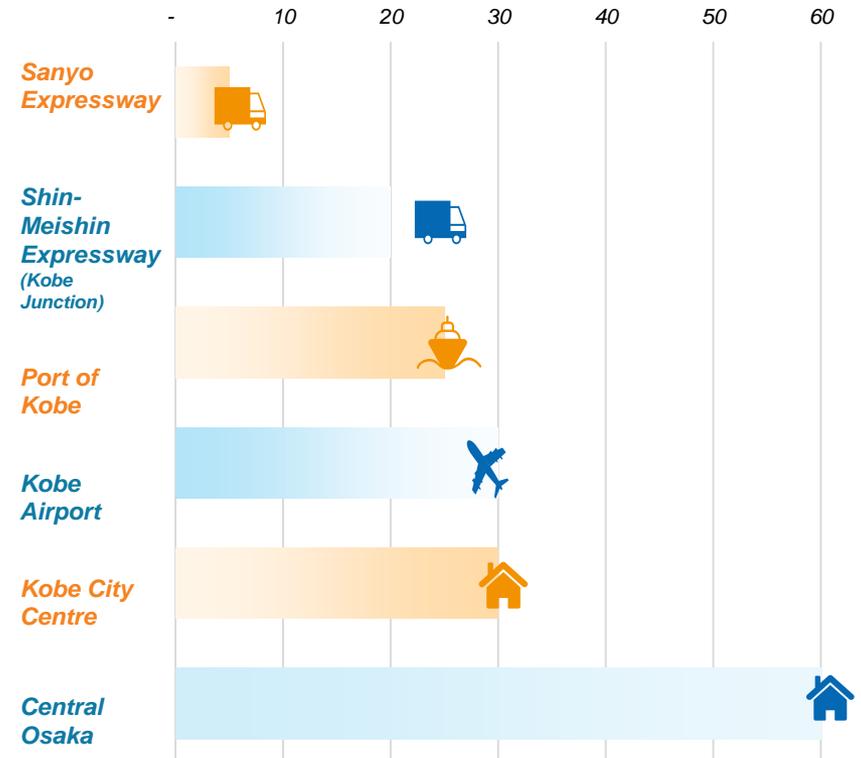
### Kobe – A Prime Logistics Hub in Western Japan



Source: Independent Market Research Consultant and Company Information.

### Travel Time between The Property and Key Transport Infrastructure / City Centre

Estimated Travel Time by Road (minutes)



Source: Company Information.

- Property is strategically located within an established logistics cluster in Kobe, allowing MLT to serve the large consumption zone of over 23 million people in Greater Osaka
- The Shin-Meishin Expressway will reduce travelling time between Kobe (Western Japan) and Nagoya (Eastern Japan) by 40 minutes
- The Osaka Bay Coast Road will reduce travelling time from Kobe Nishi to both Kobe Port and Osaka City by 30%

3

# Proactive Rejuvenation of MLT's Japan Portfolio with Addition of Modern Grade A Specifications Property with Freehold Land Tenure

## Proactive Rejuvenation of MLT's Japan Portfolio

	Current MLT Japan Portfolio	Mapletree Kobe Logistics Centre	Post-Acquisition MLT Japan Portfolio	
No. of Properties	16	1	17	↑
Total NLA (sq m)	333,906	84,783	418,689	↑
Average Floorplate (sq m)	8,107	21,245	8,925	↑
Weighted Average Age <sup>1</sup>	13.7 years	0.8 year	10.9 years	↓

Gyoda Centre – one of five properties divested on 10 April 2019



## Mapletree Kobe Logistics Centre: Modern Grade A Specifications with Freehold Land Tenure

### Newly Built



Age<sup>1</sup>: c. 0.8 year

### Floor Loading



1.5 t / sq m

### Clear Height



5.5 m

### Direct Access



Double rampways provide direct access to every floor

### Wide Column Spacing



11.8 m x 12.2 m

### Large Loading Space



Facilitates high throughput

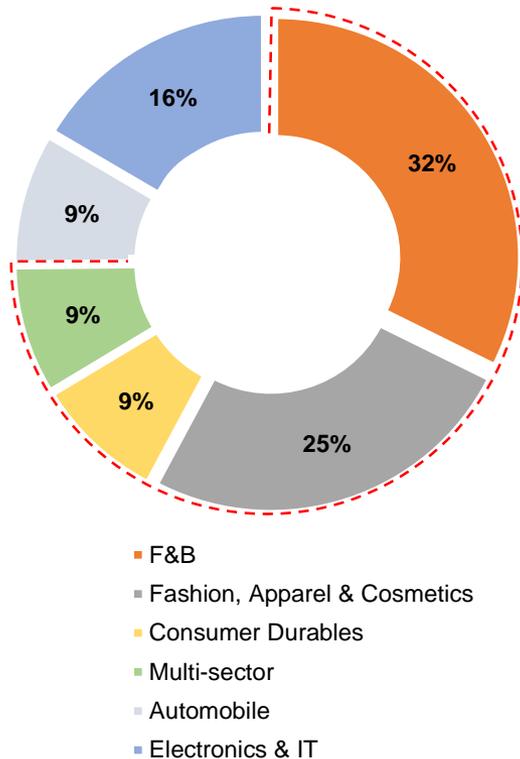
- Selective divestment of older properties with outdated specifications
- Rejuvenate portfolio with acquisition of modern Grade A asset that is well positioned to capture growing demand from 3PL and e-commerce players

Source: Company Information.

1) By NLA as at Latest Practicable Date (29 January 2020).

## 4 High-Quality Tenant Base

### Tenant Base By Sector<sup>1</sup> (By % of NLA)



### Tenants of the Property

Name	Trade Sector <sup>1</sup>	Description	% of NLA
Workman Co., Ltd	Fashion, Apparel & Cosmetics (End-user)	A leading manufacturer and distributor of work-related apparel	25.3
F-Line Co., Ltd	F&B (3PL)	Serves Ajinomoto, an established food corporation	24.2
Kyocera Corporation	Electronics & IT (End-user)	A major manufacturer of electronic products	16.4
Ohtomo Unsou Co., Ltd	Automobile (3PL)	Serves Panasonic, an established electronics company	8.7
AST Corporation	Consumer Durables (3PL)	Serves major health and beauty retailers with household paper products	8.5
Nippon Express Co., Ltd	Multi-sector (3PL)	Serves mainly a major e-commerce site and a major manufacturer of electronic products	8.5
Umeda Logistics, Inc.	F&B (3PL)	Serves Suntory, a leading brewing and distilling group	8.1
<b>Total</b>			<b>99.7</b>

- Property has an occupancy rate of 99.7%, with WALE (by NLA) of 4.2 years and built-in rental escalations
- High quality and diversified tenant mix comprising established and reputable end-users Workman and Kyocera, and 3PL companies serving leading consumer brands (e.g. Ajinomoto, Suntory and a major e-commerce site in Japan)
- 75% of tenant base (by NLA) are handling consumer-related goods
- Six out of seven tenants are new to MLT → diversifies MLT's tenant base and reduces concentration risks
- Post-acquisition, there will be no change to MLT's existing top ten tenants

Source: Company Information.

1) The trade sector breakdown reflects the nature of the underlying goods that are stored and handled by the respective tenants at the Property.

# Financial Details



# Transaction Summary

<p style="text-align: center;"><b>Proposed Transaction</b></p>	<ul style="list-style-type: none"> <li>▪ The proposed acquisition of an effective interest of 98.47%<sup>1</sup> in a property in Japan (the “<b>Property</b>”, and the proposed acquisition, the “<b>Proposed Acquisition</b>”) at a purchase consideration of JPY22,200.0 million (approximately S\$276.0 million)<sup>2</sup>. As MLT will have an effective interest of 98.47% interest in the Property, MLT will be liable to pay JPY21,860.3 million (approximately S\$271.8 million) (the “<b>Effective Consideration</b>”)</li> <li>▪ Mapletree Investments Japan Kabushiki Kaisha, an indirect wholly-owned subsidiary of Mapletree Investments Pte Ltd (“<b>MIPL</b>” or the “<b>Sponsor</b>”), will own the balance 1.53% effective interest</li> <li>▪ The total acquisition cost of approximately S\$276.1 million (the “<b>Total Acquisition Cost</b>”) comprises:             <ul style="list-style-type: none"> <li>➢ the Effective Consideration which is estimated to be approximately JPY21,860.3 million (~S\$271.8 million)</li> <li>➢ the acquisition fee payable in Units to the Manager for the Proposed Acquisition (the “<b>Acquisition Fee</b>”) which is estimated to be approximately S\$1.4 million (representing 0.5% of the Effective Consideration)</li> <li>➢ the estimated professional and other fees and expenses of approximately S\$2.9 million incurred or to be incurred by MLT in connection with the Proposed Acquisition<sup>3</sup> and the Debt Facilities (as defined herein)</li> </ul> </li> </ul>
<p style="text-align: center;"><b>Independent Valuation<sup>4</sup></b></p>	<ul style="list-style-type: none"> <li>▪ CBRE K.K.: JPY22,300.0 million (approximately S\$277.3 million)</li> <li>▪ International Appraisals Incorporated: JPY22,700.0 million (approximately S\$282.2 million)</li> </ul>
<p style="text-align: center;"><b>Agreed Property Value</b></p>	<ul style="list-style-type: none"> <li>▪ The Agreed Property Value of JPY22,200.0 million (~S\$276.0 million) is at a discount of approximately 0.4% to CBRE K.K.’s valuation and a discount of approximately 2.2% to International Appraisals Incorporated’s valuation</li> </ul>

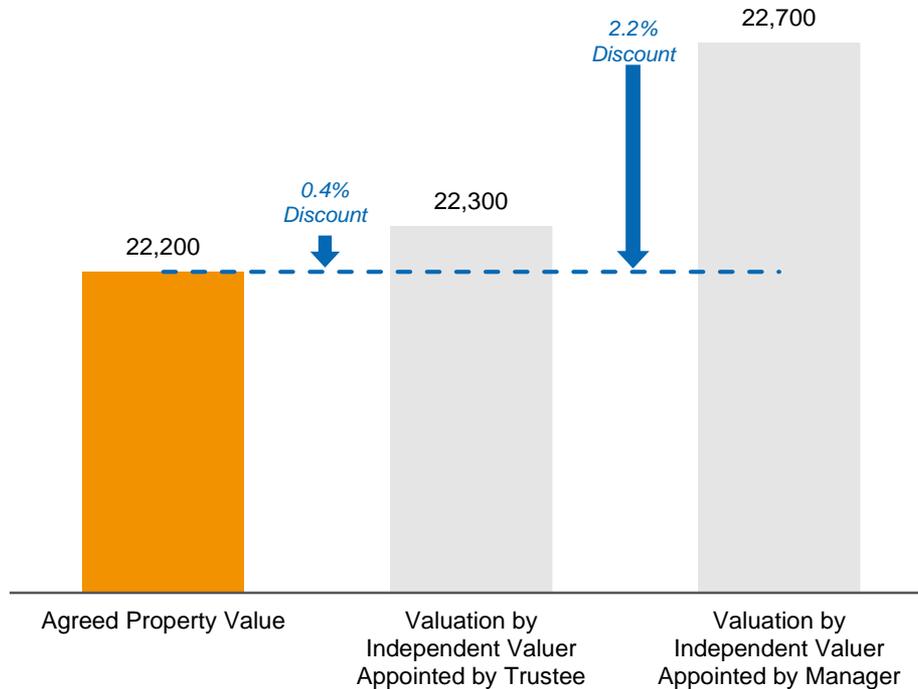
Based on the illustrative exchange rate of S\$1.00 = JPY80.43

- 1) While MLT will hold a 98.47% effective interest in the Property upon completion of the Proposed Acquisition, all property and financial-related figures and net lettable area stated in the Announcement for the Property and the Enlarged Portfolio (as defined in the Circular) are based on 100.0% effective interest in the Property, unless otherwise stated.
- 2) Based on 100.0% effective interest in the Property.
- 3) This excludes the value added tax of approximately JPY1,554.0 million (~S\$19.3 million) payable in relation to the Proposed Acquisition and the corresponding cost of funding its payment given that the value added tax should be refunded within nine months from the date of completion of the Completion Date.
- 4) As at 1 December 2019.

## 5 Attractive Value Proposition

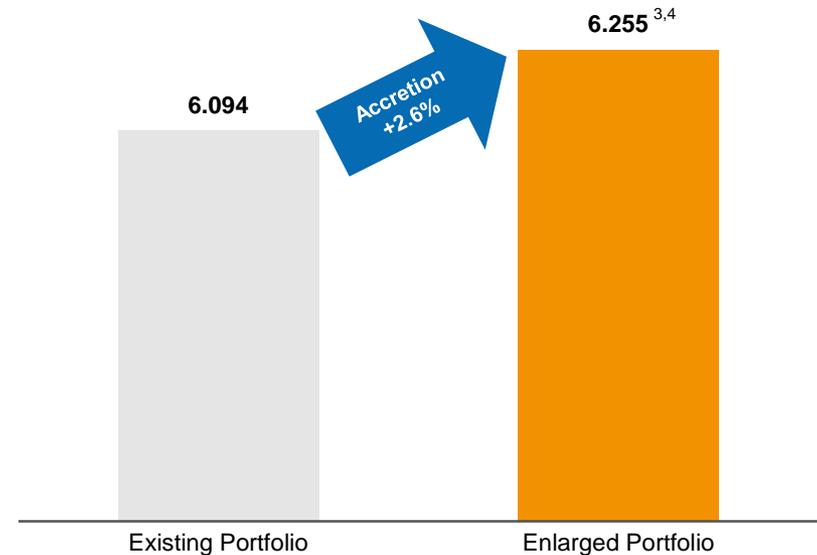
### Discount to Independent Valuations

Agreed Property Value Relative to Independent Valuations<sup>1</sup>  
(JPY million)



### DPU Accretive Acquisition

Pro Forma DPU (3Q FY19/20)<sup>2</sup>  
(Singapore cents)



Source: Independent Valuers.

- 1) As at 1 December 2019.
- 2) For the three financial quarters ended 31 December 2019.
- 3) Assuming that the Proposed Acquisition had a portfolio occupancy rate of 99.7% for the entire three financial quarters ended 31 December 2019 and all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 April 2019. All tenants were paying their rents in full. MLT's expenses comprising borrowing costs associated with the drawdown of the Debt Facilities, the Manager's management fees, Trustee's fees and other trust expenses incurred in connection with the operation of the Property have been deducted.
- 4) Includes (a) approximately 0.8 million Acquisition Fee Units issued as payment of the Acquisition Fee payable to the Manager at an issue price of S\$1.70 per Acquisition Fee Unit and (b) approximately 0.7 million new Units issued in aggregate as payment for (i) the base management fee and (ii) the property management and lease management fees for such services rendered to the Property for the financial quarters ended 30 June 2019 and 30 September 2019, based on the volume weighted average price for all trades on the SGX-ST in the last 10 business days of each respective financial quarter.

# Method of Financing

## Illustrative Uses

### Total Acquisition Cost

- Approximately S\$276.1 million comprising:
  - the Effective Consideration which is estimated to be approximately JPY21,860.3 million (~S\$271.8 million);
  - the Acquisition Fee payable in Units to the Manager for the Proposed Acquisition which is estimated to be approximately S\$1.4 million (representing 0.5% of the Effective Consideration); and
  - the estimated professional and other fees and expenses of approximately S\$2.9 million incurred or to be incurred by MLT in connection with the Proposed Acquisition<sup>1</sup> and the Debt Facilities (as defined below).

## Illustrative Sources

### Sources of Funds

- The Manager intends to fully finance the Total Acquisition Cost through:
  - the drawdown of JPY debt facilities and issuance of onshore JPY bonds (collectively, the “**Debt Facilities**”); and
  - the issuance of the Acquisition Fee Units.

1) This excludes the value added tax of approximately JPY1,554.0 million (~S\$19.3 million) payable in relation to the Proposed Acquisition and the corresponding cost of funding its payment given that the value added tax should be refunded within nine months from the Completion Date.

# MLT After the Proposed Acquisition

## Enlarged Asset Size of S\$8,549 million from S\$8,270 million

	Existing Portfolio <sup>1</sup>	Property <sup>2</sup>	Enlarged Portfolio	% Change	
<b>NLA ('000 sq m)</b>	4,886	85	4,970		1.7%
<b>Assets under Management (S\$ million)</b>	8,270	279 <sup>3</sup>	8,549		3.4%
<b>WALE by NLA (Years)</b>	4.4	4.2	4.4		- 0.1%
<b>Number of Tenants</b>	670	7	677		1.0%
<b>Occupancy</b>	97.7%	99.7%	97.8%		0.1%
<b>Aggregate Leverage</b>	37.1% <sup>4</sup>	-	39.1% <sup>5</sup>		2.0%
<b>Net Asset Value per Unit (S\$)</b>	1.18	-	1.18		0.0%

Source: Company Information.

1) As at 31 December 2019 and takes into account MLT's 50.0% interest in 15 properties in China.

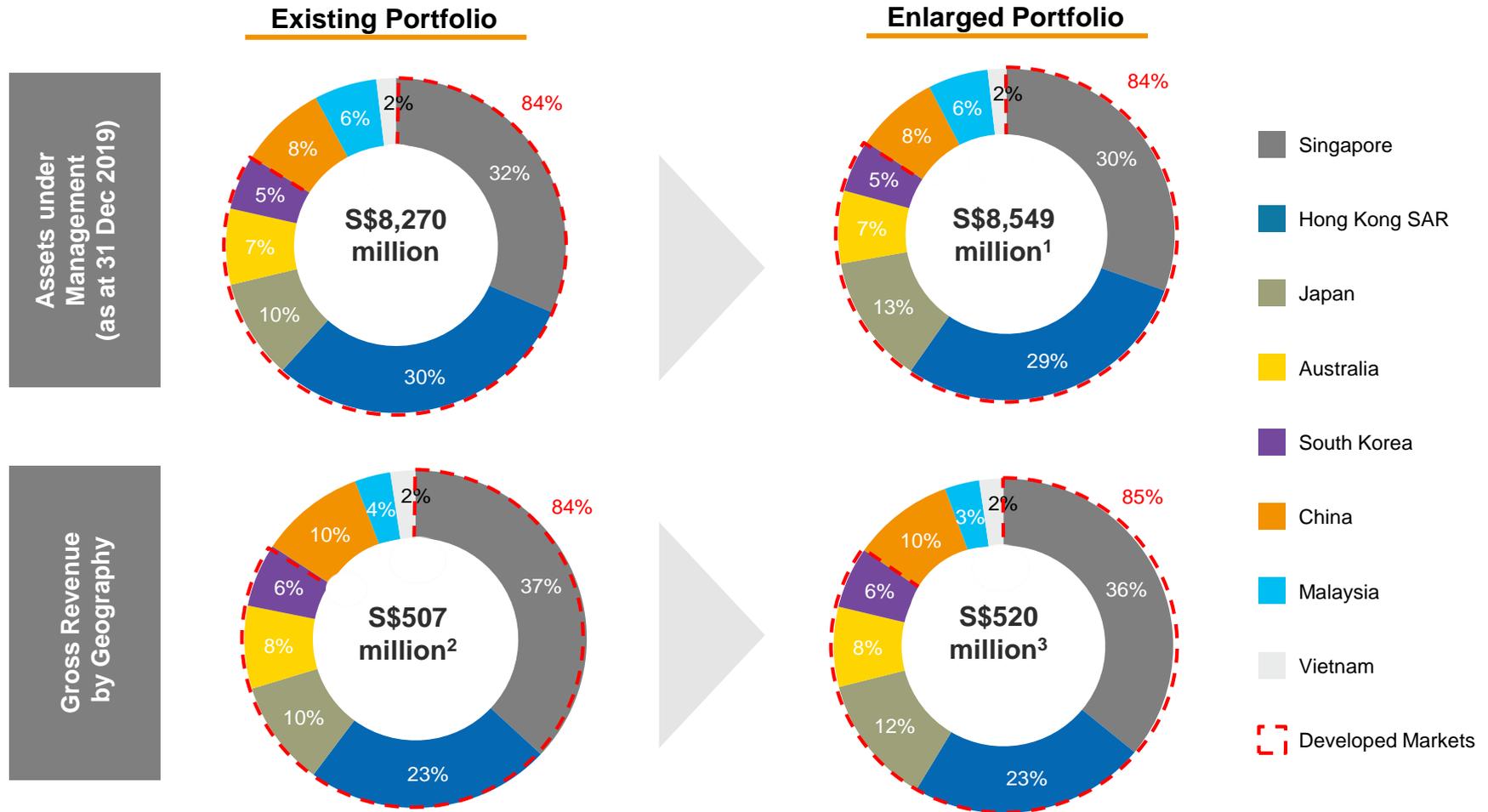
2) As at the Latest Practicable Date (29 January 2020).

3) Based on the Agreed Property Value of the Property and any capitalised costs.

4) Based on the Aggregate Leverage of 37.5% as at 31 December 2019 and including the post-quarter utilisation of proceeds from the divestment of Waigaoqiao Logistics Park completed on 31 December 2019 to repay existing loans.

5) Does not include the value added tax payable in relation to the Proposed Acquisition which should be refunded within nine months from Completion. However, should the value added tax payable in relation to the Proposed Acquisition be included, the Aggregate Leverage will be approximately 39.2%.

# MLT After the Proposed Acquisition



Source: Company Information.

- 1) Based on MLT's annualised consolidated accounts for the nine months ended 31 December 2019 and the aggregate Agreed Property Value of the Property and any capitalised costs.
- 2) Based on MLT's annualised consolidated accounts for the nine months ended 31 December 2019.
- 3) Based on MLT's annualised consolidated accounts for the nine months ended 31 December 2019 and assuming that the Property had a portfolio occupancy rate of 99.7% for the entire three financial quarters ended 31 December 2019, all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 April 2019, and that all tenants were paying their rents in full throughout the period. The implied net property income yield of the Property is 4.0%.

# EGM Resolution



# Summary of Approval Required

The Independent Financial Adviser<sup>(1)</sup> is of the opinion that the Proposed Acquisition is on normal commercial terms and is not prejudicial to the interests of MLT and its minority Unitholders

Accordingly, the IFA has advised the Independent Directors and the Audit and Risk Committee to recommend that Unitholders vote in favor of the Proposed Acquisition

## Resolution

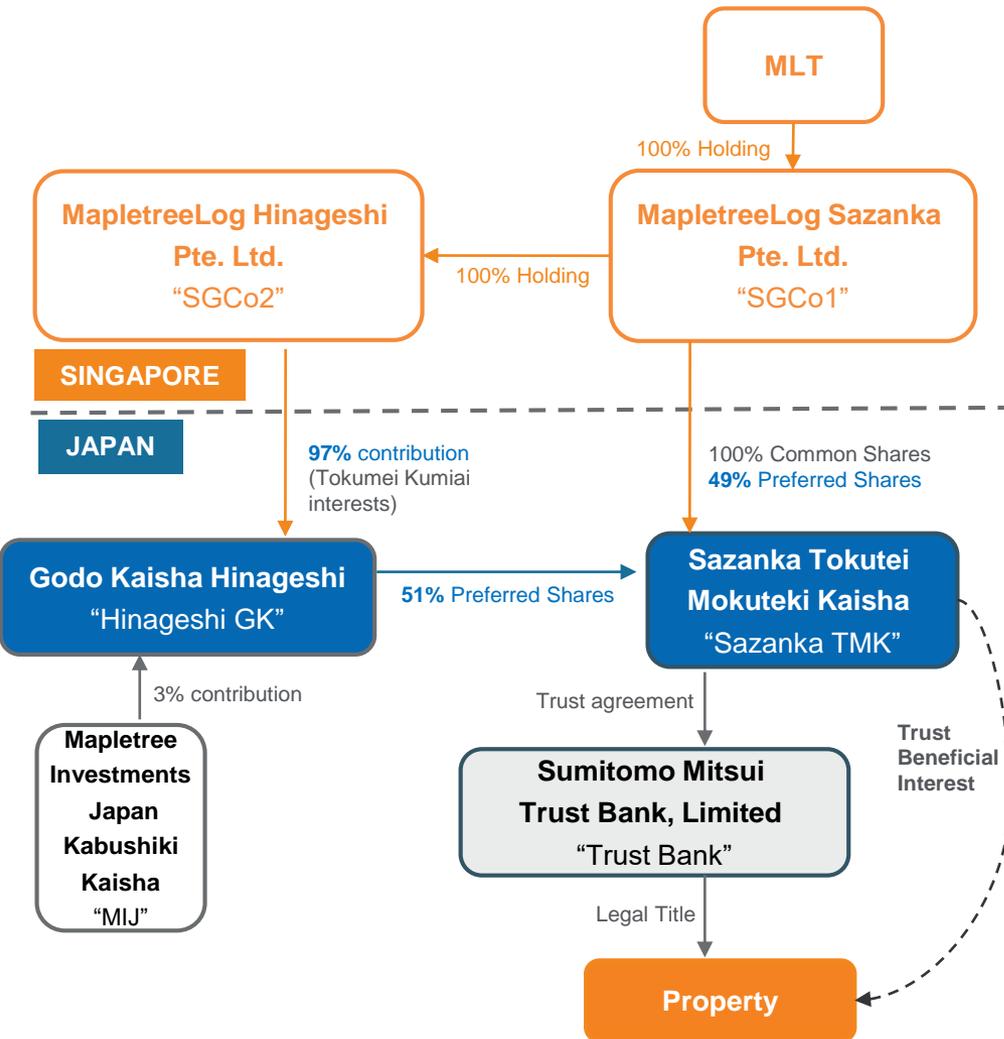
- The Proposed Acquisition of a Property in Japan as an Interested Person Transaction

1) The Manager has appointed Ernst & Young Corporate Finance Pte Ltd (the "**Independent Financial Adviser**"), pursuant to Rule 921(4)(a) of the Listing Manual, as well as to advise the independent directors of the Manager (the "**Independent Directors**"), the audit and risk committee of the Manager (the "**Audit and Risk Committee**") and the Trustee in relation to the Proposed Acquisition.

# Appendix A: Transaction Details



# Structure Post Acquisition of Japan Property



- The Proposed Acquisition will be made via the acquisition of the trust beneficial interest (“TBI”) in the Property by Sazanka TMK pursuant to the TBI Sale and Purchase Agreement entered into with Ajisai TMK, an associate of Mapletree Investments Pte Ltd.
- Following Completion, the legal title to the Property will be held by the Trust Bank while the TBI will be held by Sazanka TMK.
- MLT will have an effective economic interest of **98.47%** in Sazanka TMK, and hence the Property, through:
  - SGCo2’s 49.47% indirect economic interest in Sazanka TMK via its 97.0% contribution in Hinageshi GK; and
  - SGCo1’s 49.0% direct economic interest in Sazanka TMK
- The balance 1.53% effective interest will be held by MIJ, an indirect wholly-owned subsidiary of MIPL, through its non-managing member interest in Hinageshi GK.